

P99000068082



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 319816 7189674

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 78.75

FILED  
JUL 30 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : July 26, 1999

ORDER TIME : 2:40 PM

ORDER NO. : 319816-005

CUSTOMER NO: 7189674

CUSTOMER: James E. Willis, Esq  
JAMES E. WILLIS  
JAMES E. WILLIS  
Building D100  
501 Goodlette Road North  
Naples, FL 34102

DOMESTIC FILING

700002946627--6

NAME: BAR GATOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

PH 7/30/99

RECEIVED  
JUL 30 1999  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BAR GATOR, INC.**

FILED  
99 JUL 30 PM 4: 02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 607, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I - Name**

The name of the Corporation shall be BAR GATOR, INC.

**ARTICLE II - Purpose**

The Corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III - Shares**

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is 1,000 shares of Common Stock, par value \$0.01 per share.

**ARTICLE IV - Preemptive Rights**

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

**ARTICLE V- Indemnification**

The Corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other

enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE VI - Control Share Act**

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

#### **ARTICLE VII - Amendment of Bylaws**

The bylaws of the Corporation may be amended by majority vote of either the directors or the shareholders.

#### **ARTICLE VIII - Registered Agent**

The registered agent of the Corporation is James E. Willis. The street address of the Corporation's registered office is 501 Goodlette Road North, D-100, Suite 23, Naples, Florida 34102.

#### **ARTICLE IX - Principal Office**

The principal place of business and mailing address of this Corporation shall be 682, 18th Avenue South, Naples, Florida 34102.

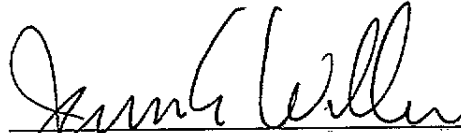
#### **ARTICLE X - Incorporator**

The name and address of the incorporator to these Articles of Incorporation is James E. Willis, 620 Orchid Drive, Naples, Florida 34102.

#### **ARTICLE XI - Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

21 IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
day of July, 1999.

A handwritten signature in dark ink, appearing to read "James E. Willis", written over a horizontal line.

James E Willis  
620 Orchid Drive  
Naples, Florida 34102

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

FILED

99 JUL 30 PM 4: 03

Pursuant to the provisions of §607.0501 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

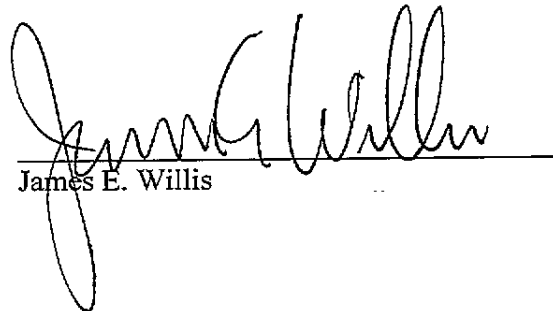
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is BAR GATOR, INC..
2. The name and address of the registered agent and office are:

James E. Willis  
501 Goodlette Road North  
D-100, Suite 23  
Naples, Florida 34102.

HAVING BEEN NAMED in the State of Florida as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: July 21, 1999

  
James E. Willis