

Wm. G. Pontrello

ATTORNEY AT LAW

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August 3, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/06/99--01046--010
*****78.75 *****78.75

RE: MOJO'S CARIBBEAN GRILL & BAR, INC.

Greetings:

Enclosed please find the original and one copy of the Articles of Incorporation for a Florida Corporation to be known as Mojo's Caribbean Grill & Bar, Inc., with its initial registered office at 1219 S. Ft. Harrison, Clearwater, Florida, 33756.

Also enclosed is my check number 17085 in the amount of \$78.75 to cover the following charges:

- a) Filing fee
- b) Certified copy
- c) Filing Tax
- d) Registered Agent filing fee

Please forward the certified copy of the Articles of Incorporation to my above-listed address.

Very truly yours,

Wm. G. Pontrello

WGP:go
Enclosures

FILED
99 AUG -6 AM 7:45
STATE
TALLAHASSEE, FLORIDA

ajc 8/13

ARTICLES OF INCORPORATION
OF
MOJO'S CARIBBEAN GRILL & BAR, INC.

FILED
99 AUG -6 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MOJO'S CARIBBEAN GRILL & BAR, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 1219 S. Ft. Harrison, Clearwater, Florida, 33756

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 7500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done

without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is, 619 Chestnut Street, Clearwater, FL 33756, and the name of the initial registered agent of this corporation at that address is Wm. G. Pontrello.

ARTICLE VIII - INCORPORATORS

The name and address of the Incorporator signing these articles is Garth DuQuesney, 1219 S. Ft. Harrison, Clearwater, Florida, 33756.

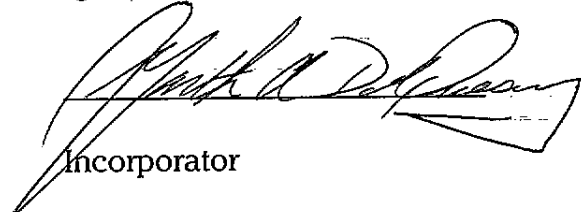
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 3rd day of August, 1999.


Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ^{Earth} ~~Duguesney~~ known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3rd day of August, 1999.



Lillian R. O'Brien
MY COMMISSION # CC813765 EXPIRES
March 12, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Lillian R. O'Brien
NOTARY PUBLIC
State of Florida at Large

CERTIFICATE OF REGISTERED AGENT

FIRST that MOJO'S CARIBBEAN GRILL & BAR, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1219 S. Ft. Harrison, Clearwater, Florida, 33756, has named Wm. G. Pontrello, located at 619 Chestnut Street, Clearwater, Florida 33756, as its agent to accept service of process within Florida.

Dated: 8/3/99

[Signature]
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

[Signature]
WM. G. PONTRELLO, ESQ.
Registered Agent