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JUDY A. ROMANO
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(941) 590-9550
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EFFECTIVE DATE
10-12-99

October 12, 1999

VIA FEDERAL EXPRESS

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-10/13/99-01056-004
*****70.00 *****70.00

State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: The Vineyard Restaurant, Inc.

Dear Sir or Madam:

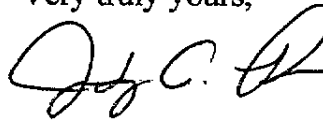
Enclosed please find the original Articles of Incorporation for the above-referenced corporation. Please file the original and confirm such filing in writing at your earliest convenience.

A check in the amount of \$70.00 is enclosed for the filing fee.

Please contact me if you have questions or require additional information.

Thank you for your assistance.

Very truly yours,



Judy A. Romano

FILED
99 OCT 13 AM 8:44
RECEIVED STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Enclosures

cc: Mr. Mark Matta
Mr. Mark Coulter

Judy Romano
AUTHORIZATION BY PHONE TO
CORRECT Corp Name
DATE 10-12-99
DOC. EXAM CB

CB
10-12-99
5

ARTICLES OF INCORPORATION

OF

THE VINEYARD RESTAURANT, INC.

EFFECTIVE DATE
10-12-99

The undersigned, for the purpose of forming a corporation under Section 607.0202 of the Florida Business Corporation Act, do hereby certify as follows:

ARTICLE I

Corporate Name and Address

The name of the Corporation is THE VINEYARD RESTAURANT, INC. and the address of the principal office and mailing address of the Corporation is Post Office Box 665, Placida, Florida 33946.

99 OCT 13 PM 8:14
FILED
CLERK OF COURT
HILLSBORO COUNTY
FLORIDA

ARTICLE II

Corporate Purpose

The Corporation is organized to transact any and all lawful business authorized by the Florida Business Corporation Act.

ARTICLE III

Authorized Stock

The aggregate number of shares of the Corporation shall be 1,000, all of which are to be voting common stock having a par value of \$1.00 per share.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 5800 Gasparilla Road, Boca Grande, Florida 33921. The name of the initial registered agent of the Corporation at the registered office shall be Mark Matta.

ARTICLE V

Initial Board of Directors

The initial Board of Directors of the Corporation shall be comprised of two people. The Directors shall be elected annually in accordance with the By-laws. The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than one. The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

**Mark Matta
5800 Gasparilla Road
Boca Grande, Florida 33921**

**Mark Coulter
5800 Gasparilla Road
Boca Grande, Florida 33921**

ARTICLE VI

Incorporator

The name and address of the Incorporator of the Corporation is:

**Mark Matta
5800 Gasparilla Road
Boca Grande, Florida 33921**

ARTICLE VII

Commencement of Existence

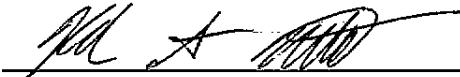
The Corporation shall be deemed to commence on the date of the execution of the Articles of Incorporation.

ARTICLE VIII

Duration

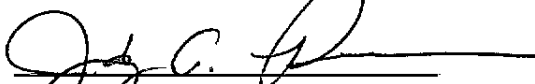
The term of existence of the Corporation is perpetual.

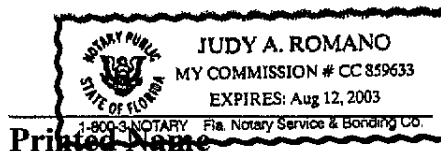
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 12th day of October, 1999.


Mark Matta, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 12th day of October, 1999, by Mark Matta, who is personally known to me.


Notary Public



Printed Name

CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

THE VINEYARD RESTAURANT, INC., in compliance with Section 48.091, Florida Statutes,
submit the following:

THE VINEYARD RESTAURANT, INC., desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business in Fort Myers, Lee County, Florida,
has named Mark Matta, as its registered agent to accept service of process within
Florida.

THE VINEYARD RESTAURANT, INC.
a Florida corporation,

By: 

Mark Matta, Incorporator

Date: 10/12/99

ACCEPTANCE OF REGISTERED AGENT

FOR

THE VINEYARD RESTAURANT, INC.

I, Mark Matta, having been named to accept service of process for The Vineyard RESTAURANT,
Inc., at the place designated in the Articles of Incorporation, hereby accept the obligations
of a registered agent under the Florida Business Corporation Act.


Mark Matta

10/12/99
Date

FILED
99 OCT 13 AM 8:44
CLERK OF DISTRICT COURT
STATE OF FLORIDA