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K. Dean Kantaras
Attorney at Law
Neal Freese
Law Clerk

K. DEAN KANTARAS, P.A. SECRETARY OF STATE
MaryAnn Napoli
TALLAHASSEE, FLORIDA
Account Manager/Bookkeeper
Mari Barnett, Legal Assistant
Dawn M. Wilson, Legal Assistant

October 26, 1999

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

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*****78.75 *****78.75

RE: Filing of Articles of Incorporation

To Whom It May Concern:

Enclosed please find original Articles of Incorporation for the following corporation:

Bayboro Restaurants, Inc.

We are also enclosing a check in the amount of \$78.75 to cover the cost of filing fees for the above corporation and for a certified copy of same.

Please file said corporations and return the certified copies to me at the address listed above.
Thanking you in advance for your assistance in this matter.

Sincerely,

Mari Barnett
for

K. Dean Kantaras, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KDK:meb

Enclosures

PH 11/5/99

Articles of Incorporation
OF
BAYBORO RESTAURANTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
Name of Corporation

The name of this corporation shall be: BAYBORO RESTAURANTS, INC.

ARTICLE II
Nature of Business

The general nature of the business to be transacted by this corporation is any business permitted under the laws of the United States and the State of Florida.

ARTICLE III
Capital Stock

The maximum number of shares the corporation is authorized to have outstanding at any one time is: 1000 shares of One (\$1.00) Dollar par value all of which shall have the same rights and privileges.

ARTICLE IV
Initial Capital

The amount of capital with which this corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Principal Place of Business

The initial street address in this state of the principal office of this corporation is: 901 N. Hercules Ave., Suite D, Clearwater, Florida 33765. The corporation may from time to time move the principal office to any other address in Florida, and may establish branch offices at such other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII
Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is: K. Dean Kantaras, 901 N. Hercules Ave., Suite D, Clearwater, FL 33765.

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles of Incorporation is: K. Dean Kantaras, 901 N. Hercules Ave., Suite D, Clearwater, Florida 33765.

ARTICLE IX
Designation of Registered Agent

The initial designation of the Registered Office of this corporation shall be 901 N. Hercules Ave., Suite D, Clearwater, Florida 33765, and the Registered Agent shall be K. Dean Kantaras, Esq., to accept service of process within this State until changed according to law.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stock entitled to vote thereon.

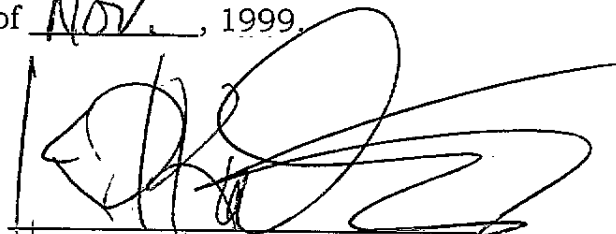
ARTICLE XI
Commencement of Corporate Existence

The date that corporate existence shall begin shall be the date of the filing of these Articles of Incorporation with the State of Florida.

ARTICLE XII
Pre-Emptive Rights

The shareholders of this Corporation shall be entitled to purchase ratably according to their respective holdings, any shares of the Corporation hereinafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, but in either case only at such prices and during such period or periods and upon such terms and conditions as may be determined from time to time by the shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 3rd day of Nov., 1999.


K. Dean Kantaras

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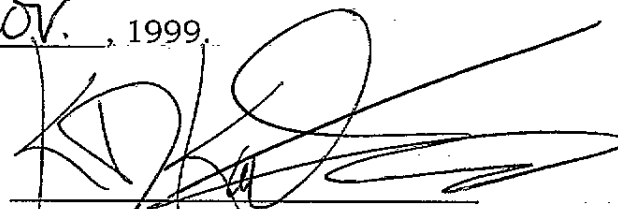
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ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Dean Kantaras, does hereby accept the designation of Registered Agent and states that he is familiar with, and accepts, the obligations provided for in 607.325, Florida Statutes.

DATED this 3rd day of Nov., 1999.



K. Dean Kantaras, PA