

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P9900011583

Nautical Spirits Bar &
Grill, Inc.

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-12/29/99-01057--001
*****70.00 *****70.00

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<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	RECEIVED 99 DEC 29 AM 10:47 DIVISION OF CORPORATIONS TALLAHASSEE FLORIDA
<input type="checkbox"/>	Cert. Copy	
<input checked="" type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	
<input type="checkbox"/>	UCC 11 Retrieval	

Signature

Requested by:

LS 12/29/99 101000

Name

Date

Time

Walk In

Will Pick Up

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ARTICLES OF INCORPORATION
OF
NAUTICAL SPIRITS BAR & GRILL, Inc.

99 DEC 29 PM 2:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is:

NAUTICAL SPIRITS BAR & GRILL, Inc.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is: Rebecca S. Hamilton 1350 Demitasse Avenue Merritt Island, FL 32952. The stockholders may from time to time move the principal office to any other address in Florida. The registered office is also the principal office.

ARTICLE VII

The Board of Directors of this corporation shall consist of the stockholders of the corporation.

ARTICLE VIII

The names and addresses of the directors are:

<u>NAME</u>	<u>ADDRESS</u>
Rebecca S. Hamilton	1350 Demitasse Avenue Merritt Island, FL 32952
Christopher P. Hamilton	1350 Demitasse Avenue Merritt Island, FL 32952

ARTICLE IX

The names and addresses of the subscribers to the Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rebecca S. Hamilton	1350 Demitasse Avenue Merritt Island, FL 32952

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

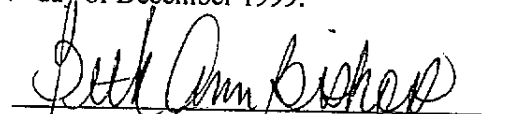
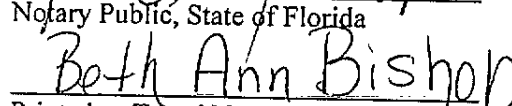
IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 14th day of December, 1999.


Rebecca S. Hamilton

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Rebecca S. Hamilton, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed and that he is personally known to me and did not take an oath.

WITNESS my hand and official seal this 14th day of December 1999.


Notary Public, State of Florida

Printed or Typed Name

My commission Expires:

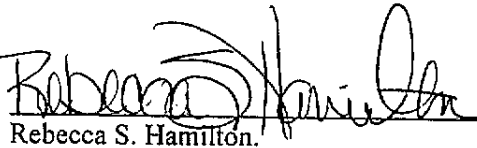


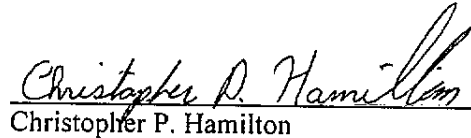
STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
NAUTICAL SPIRITS BAR & GRILL, Inc.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned, as directors of NAUTICAL SPIRITS BAR & GRILL, Inc., hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 1350 Demitasse Avenue Merritt Island, FL 32952 and the name of the initial registered agent of this Corporation at that address is Rebecca S. Hamilton.

DATED this 14th day of December 1999.

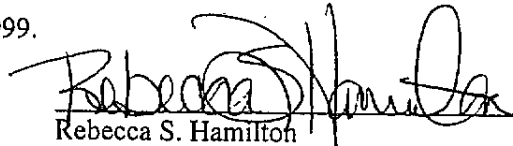

Rebecca S. Hamilton.


Christopher P. Hamilton

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of NAUTICAL SPIRITS BAR & GRILL, Inc. at the initial registration office of the Corporation at 1350 Demitasse Avenue, Merritt Island, FL 32952.

DATED this 14th day of December, 1999.


Rebecca S. Hamilton

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