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TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

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-06/29/95--01070--012
*****78.75 *****78.75

SUBJECT: A POOR MAN'S RIVIERA, INC.

ENCLOSED IS AN ORIGINAL AND ONE(1) COPY OF THE ARTICLES OF INCORPORATION AND A CHECK FOR:

 \$70
FILING FEE

 X \$78.75
FILING FEE
& CERTIFICATE

 \$122.50
FILING FEE &
CERTIFIED COPY
(ADDITIONAL
COPY REQUIRED)

 \$131.25
FILING FEE,
CERTIFIED COPY,
& CERTIFICATE
(ADDITIONAL
COPY REQUIRED)

FROM:

CHRISTOPHER WHITE
(NAME)

14019 BEACH BLVD. # 976
(ADDRESS)

JACKSONVILLE, FL. 32250
(CITY/ STATE/ZIP)

(904) 223-6004
DAYTIME PHONE NUMBER

*PKS
7-3-95*

FILED
05 JUN 29 PM 4:23
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

ARTICLES OF INCORPORATION
of
A POOR MAN'S RIVIERA, INC.

FILED
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STATE

The undersigned subscribers to these articles of incorporation, each a natural person, to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

A Poor Man's Riviera, Inc.

ARTICLE II. PRINCIPAL OFFICE

The post office address of the principal office of this corporation in the State of Florida is:

14003-4 Beach Blvd.
Jacksonville, Fl 32250

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is: 1,000 shares with a par value of \$1.00 per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Christopher White
14019 Beach Blvd. #976
Jacksonville, Fl 32250

ARTICLE V. INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are:

Delores White
14019 Beach Blvd. # 976
Jacksonville, Fl 32250

Christopher White
14019 Beach Blvd. # 976
Jacksonville, FL 32250

ARTICLE VI. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To operate an eating and drinking establishment.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every kind and class, kind, and discretion; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any person, firm, or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees, and directors and to grant such stock options to officers, employees, directors, and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the state of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

ARTICLE VII. INITIAL CAPITAL

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

ARTICLE VIII. TERM

This corporation shall have perpetual existence.

ARTICLE IX. DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by - laws, but shall never be less than two. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

ARTICLE X. INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation are:

Christopher White
14019 Beach Blvd. # 976
Jacksonville, Fl 32250

Delores White
14019 Beach Blvd. # 976
Jacksonville, Fl 32250

ARTICLE XI. MISCELLANEOUS

This corporation shall have the right to amend or repel any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The shareholders, or any two of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer, or incumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer, or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or shareholder present at any meeting, either in person or by proxy, and any director present at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one ore more of its directors or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be void for all purposes, not withstanding the presence of such director or directors at the meeting of the Board of directors of the corporation, which acts upon or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, or ratify such contract by a vote of the majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XII. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former officer, director, or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made party by reason or having seen such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding t be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter of controversy (whether or not a quorum) that it was to the interests of this corporation that such

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

FILED

95 JUN 29 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS: A POOR MAN'S FLORIDA, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

CHRISTOPHER WHITE
(NAME)

14019 BEACH BLVD. # 976
(ADDRESS)

JACKSONVILLE, FL. 32250
(CITY/ STATE/ZIP)

HAVING BEEN NAMED 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Christopher White
(SIGNATURE)

6/28/95
(DATE)