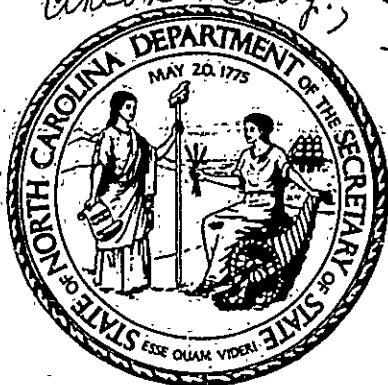


Mail: Christopher J. Small, Atty. Wilson & Small
Suite 1000, First Union Bldg., 310 W. Fourth St.,
W-S, NC 27101



84

State of North Carolina

Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (4 sheets) to be a true copy of

ARTICLES OF INCORPORATION

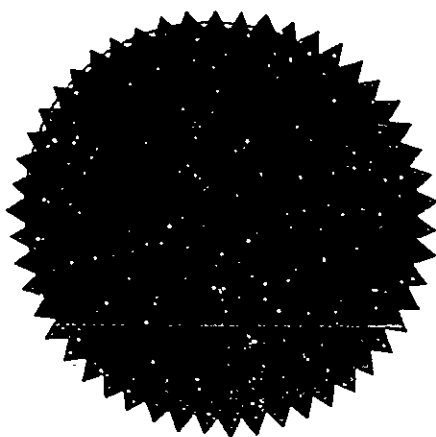
OF

YACHT HOUSE RESTAURANT, INC.

and the probates thereon, the original of which was filed in this office on the 20th day of March 19 85, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 20th day of March in the year of our Lord 19 85.



Thad Eure
Secretary of State
[Signature]
By Deputy Secretary of State

DOCUMENT #354641
DATE 03/20/85 TIME 15:30
FILED
THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION OF
YACHT HOUSE RESTAURANT, INC.

We, the undersigned natural persons being more than twenty-one years of age, for the purpose of forming a business corporation under the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina, entitled "Business Corporation Act", and the several amendments thereto, and to that end do hereby set forth Articles of Incorporation as follows:

- I. The name of the corporation is Yacht House Restaurant, Inc.
- II. The period of duration of the corporation shall be unlimited.
- III. The purposes for which this corporation is organized are:

A. To introduce, erect, operate, conduct, manage, maintain, and carry on a restaurant and cafe business; to buy, sell, lease or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns and cafes, or places of entertainment, and generally to do and perform everything necessary for carrying out the aforesaid purposes; to buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import and export food and food products of every class and description, fresh, canned, preserved, or otherwise, and to prepare and serve all food and beverages, and other preparations and refreshments of all kinds.

B. To engage in buying, selling and improving lands and tenements; the loaning of money for itself and as agent for others, upon mortgages or other securities and the purchasing and selling of lands; and of money obligations secured upon real or personal property; the buying, working, selling and dealing in mineral lands and other lands; the acquiring, holding, selling, hypothecating, assigning, transferring and conveying of its own obligations or the obligations of any persons or other corporation, and collection, foreclosing, compounding, compromising, releasing, satisfying, and discharging the same of record; the buying, owning and improving of real estate by the erecting of buildings and other structures thereon and leasing and cultivating the same; the borrowing of money and executing mortgages or deeds of trust upon real estate or personal property as security therefor; the borrowing of money and the executing and issuing of promissory notes, bills of exchange, bonds, debentures, or other negotiable or transferable instruments; the doing of any or all of said acts either on its own behalf or as agent for others; and the doing of any and all acts necessary for the carrying out of the powers above enumerated.

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C. To buy, sell, exchange and generally deal in real properties, improved and unimproved and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease, or otherwise acquire or dispose of any property, real or personal, and take mortgages and assignments of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise; to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal of every kind and description, including the good will, stock, rights and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments, or obligations of the corporation, from time to time, for any of the objects or purposes of this corporation; to carry on all or any of its operations without restriction or limit as to amount; to purchase, acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any state, district, territory, colony, or foreign country subject to the laws of such state, territory or foreign country.

D. To buy or otherwise acquire real estate, and to subdivide, plat and sell the same, and generally to buy, sell and deal in real and personal property of every kind and description in such manner, and upon such terms as the board of directors may determine; to act as trustee and in every kind of fiduciary capacity and generally to do all things necessary or convenient which are incident to or connected with the business above mentioned which a natural person might or could do.

E. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

F. To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of North Carolina;

To generally engage in, do, and perform any enterprise, act, or vocation in that a natural person might or could do or perform;

To engage in the manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

IV. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares, divided into one class. The designation of each class, number of shares of each class, series, if any, within each class, the par value, if any of each share in each class, or statement that the shares of any class are without par value, is as follows:

CLASS	NO. OF SHARES	PAR VALUE PER SHARE
Common	1,000	\$1.00

The preference, limitations and relative rights in respect to the shares of each class are as follows: NONE

V. The minimum amount of consideration for its share to be received by the corporation before it shall commence business is \$100.00.

VI. The name and address of the initial registered agent is George J. Kontos, 252 Heatherton Way, Winston-Salem, Forsyth County, North Carolina, 27104, which is the address of the initial registered office.

VII. The number of directors constituting the initial Board of Directors shall be four and the names and addresses of the persons who are to serve as directors until the first meeting of shareholders or until their successors are elected and qualified are:

Names	Addresses
George J. Kontos	252 Heatherton Way, Winston-Salem, NC 27104
Gus D. Kontos	2880 Carrollwood Drive, Winston-Salem, NC 27103
Nick D. Kontos	2995 Burke Mill Road, Winston-Salem, NC 27103
Larry J. Kontos	2850 Carrollwood Drive, Winston-Salem, NC 27103

VIII. The name and address of the incorporator is:

Name	Address
George J. Kontos	252 Heatherton Way, Winston-Salem, NC 27104

IX. In addition to the general powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to do any other act necessary to prosecute the principal business of the corporation or related thereto.

IN WITNESS WHEREOF, George J. Kontos has hereunto set his hand and seal, this the 18th day of March, 1985.

 (SEAL)
GEORGE J. KONTOS

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NORTH CAROLINA
FORSYTH COUNTY

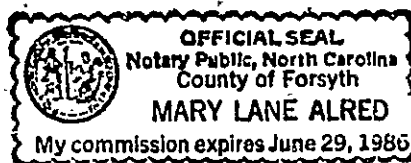
This is to certify that on the 18th day of March, 1985, before me, a Notary Public, personally appeared George J. Kontos, who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this the 18th day of March, 1985.

Mary Lane Alred
Notary Public

My Commission Expires:

June 29, 1986



PRESENTED FOR
REGISTRATION
AND RECORDED

MAR 26 3 13 PM '85

L.E. SPEAS
REGISTER OF DEEDS
FORSYTH CTY. N.C..
akg \$10.00 pd.

BOOK 1479 P 0588