

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 200 • Tallahassee, Florida 32301
 (850) 224-8877 • 1-800-322-8162 • Fax (850) 224-1212

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NSU (II) Inc.

100003174571--3
 -03/17/00--01082--003
 *****70.00 *****70.00

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ___ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 Search _____
- ___ UCC 1 Retrieval _____
- ___ Courier _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 00 MAR 17 PM 5:22

RECEIVED
 00 MAR 17 PM 1:18
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 STATE SECRETARY OF STATE

(Handwritten signature)

3/17/00

Signature _____

Requested by AS 3/17 11:52
 Name Date Time

Walk-In _____ Will Pick Up _____

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 UCC 1 Search
 SECRETARY OF STATE
 UCC 1 Retrieval

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

FILED STATE SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 APR 17 PM 5:22

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. NSU (II), Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 13, 2000 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. c/o DiMaria & Godbout, 33 Broad Street, 11th Floor
Boston, MA 02109
(Current mailing address)

8. Own and operate night club business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Paul R. Caputo

Office Address: 1203 Washington Street

Miami, Florida, 33139
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Paul R. Caputo
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Paul R. Caputo

Address: 4350 North Bay Road
Miami Beach, FL 33140

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Paul R. Caputo

Address: 4350 North Bay Road
Miami Beach, FL 33140

Vice President: _____

Address: _____

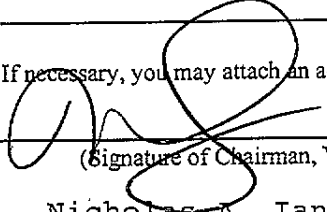
Secretary: Nicholas A. Iannuzzi, Jr.

Address: 33 Broad Street, 11th Floor
Boston, MA 02109

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Nicholas A. Iannuzzi, Jr.
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE

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SECRETARY OF CORPORATIONS
1:00 MAR 17 PM 5:22

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NSU (II), INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF MARCH, A.D. 2000.


AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NSU (II), INC." WAS INCORPORATED ON THE TENTH DAY OF MARCH, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel, Secretary of State

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AUTHENTICATION:

03-16-00

DATE: