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ACCOUNT NO.: 072100000032

REFERENCE: 228497

AUTHORIZATION:

Patricia Pagisto

COST LIMIT: \$ 70.00

ORDER DATE: January 21, 1997

ORDER TIME : 9:20 AM

ORDER NO. : 228497-005

CUSTOMER NO: 6475A

100002063221--1

CUSTOMER: Adele I. Stone, Esq

ATKINSON DINER STONE &

MANKUTA, P.A. P. O. Drawer 2088

Hollywood, FL 33022-2088

DOMESTIC FILING

NAME:

SPORTS ROCK LOUNGE, INC.

EFFECTIVE DATE:

XX __ ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF

SPORTS ROCK LOUNGE, INC.



I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is SPORTS ROCK LOUNGE, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is:

4025 SW 15 Street, #E103 Pompano Beach, Florida 33069

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1946 Tyler Street, Hollywood, Florida 33020, and the name of the initial registered agent of this corporation at that address is ADELE I. STONE, ESQUIRE.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Harry Rudd 4025 SW 15 Street, #E103 Pompano Beach, Florida 33069

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 20^{7H} day of 30^{7H} .

HARRY RUDD
Initial Director/Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida, Statutes, the following is submitted:

FIRST - - That SPORTS ROCK LOUNGE, INC., desiring to organize or qualify under the laws of the State of Florida, with inspection principal place of business at 4025 S.W. 15 Street, #E103, City of Pompano Beach, State of Florida, has named ADELE I. STONE, ESQUIRE, located at 1946 Tyler Street, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE:

TITLE: Incorporator

DATE: 77 20 1997

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE:

ADELE 1. STONE, ESQUIRE

Registered Agent

DATE: