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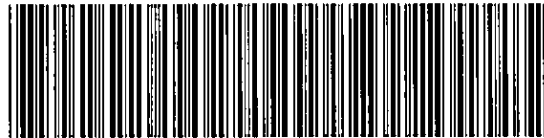
\_\_\_\_\_  
(Business Entity Name)

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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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No. 4 74152

FLAME LOUNGE, INC.

Capital Stock 100 shares at \$5 per share

Principal Office Daytona Beach, Florida Filed 4/16/75

Filed By

# REQUEST FOR CORPORATE FILING

1. Document is to be FILED and CERTIFIED ✓

Document is: APR 16 9 49 AM '75

FOREIGN \_\_\_\_\_ AMENDMENT \_\_\_\_\_  
TALLAHASSEE, FLORIDA

DOMESTIC ✓ REINSTATEMENT \_\_\_\_\_

LIMITED PARTNERSHIP \_\_\_\_\_ DISSOLUTION \_\_\_\_\_

TRADEMARK \_\_\_\_\_ OTHER  
Please Specify \_\_\_\_\_

MERGER \_\_\_\_\_

2. FILING ATTORNEY OR INDIVIDUAL

NAME Richard A. Hrouse 474152

ADDRESS 404 South Atlantic Avenue

CITY Ormond Beach STATE Fla. 32874

AREA CODE, PHONE NUMBER 672-4973/672-4974

3. DETAILS

\_\_\_\_\_ Certified Copy  
requested

\_\_\_\_\_ Certificate Under  
Seal requested

FLAME LOUNGE, INC. AM

4. If you are not certain of the filing costs, please keep your check and we will let you know the total amount due.

In order to expedite your filing, you may obtain the correct change from the Treasurer's Office located in the northwest wing of the first floor of the Capitol.

G. TAX	30
FILING	15
R. ADVERT	3
C. COPY	10
TOTAL	58
N. ANN.	
BALANCE DUE	
REFUND	

*CC Walker*  
*into*

FILED  
JUL 10 1975  
CLERK OF DISTRICT COURT  
JUL 10 1975

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

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

First--That FLAME LOUNGE, INC., desiring to organize under the Laws of  
the State of Florida with its principal office, as indicated in the Articles  
of Incorporation, at the City of Daytona Beach, County of Volusia, and  
State of Florida, has named RICHARD A. KRAUSE located at 404 South Atlantic  
Avenue, Ormond Beach, Volusia County, Florida, as its agent to accept ser-  
vice of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named  
corporation, at place designated in this certificate, I hereby accept to  
act in this capacity, and agree to comply with the provision of said Act  
relative to keeping open said office.

  
Richard A. Krause  
Resident Agent

ARTICLES OF INCORPORATION  
OF  
FLAME LOUNGE, INC.

FILED  
MAR 15 3 10 PM '78  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be FLAME LOUNGE, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To engage in the retail sale of alcoholic beverages and entertainment and such other business as may be approved by the Board of Directors where permitted by the Laws of the State of Florida.

To contract debts, borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, to execute such mortgages, transfer 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 guarantee, 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 evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock. The operation of said corporation shall be in the State of Florida and in all other states and countries.

To do all and everything necessary and proper for the accomplishment

of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

It shall have all the rights, powers and privileges incidental to corporations under the Laws of the State of Florida and to do all acts necessary in the conduct of the aforesaid business.

### ARTICLE III

#### CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a nominal par value of Five Dollars (\$5.00) per share.

### ARTICLE IV

#### INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred and No/100 Dollars (\$500.00).

### ARTICLE V

#### PREEMPTIVE RIGHTS TO NEW STOCK ISSUE

The corporation shall have the power to grant to the stockholders of

record at the time of the issuance of any additional stock, beyond the originally authorized maximum number of One Hundred (100) shares hereinabove provided for, full preemptive rights in the issuance of all new stock, in that such new stock shall be first offered to such registered stockholders for sale at the par value thereof (or, where the issue is of new no par stock, then at the "stated" or "fixed" value thereof) before there shall be an offer to sell said new stock to persons other than said stockholders. The terms and other details of such offer, including the time of its acceptance and the manner of payment, shall be determined by the Board of Directors.

No stockholder of this corporation, however, shall be entitled as of right to purchase or subscribe for any part of the unissued portion of the heretofore authorized maximum number of shares; nor to such new shares as are issued for the express purpose of acquiring therewith, and in exchange for, additional property and assets for and by this Corporation; nor to such new shares as are issued in furtherance and completion of any merger or consolidation of this corporation with one or more other corporations.

#### ARTICLE VI

##### TERM OF EXISTENCE

The Corporation shall exist perpetually.

#### ARTICLE VII

##### CORPORATION ADDRESS

The initial address is 747 Volusia Avenue, Daytona Beach, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE VIII

##### DIRECTORS

This Corporation shall have one (1) director, initially. The number of directors shall be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX

INITIAL DIRECTOR

The name and post office address of the initial director of the Corporation is:

NAME

James B. Nelson

ADDRESS

Route 1, Box 285  
Bumpass, Virginia 23024

ARTICLE X

REGULATION PROVISION

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of this Certificate of Incorporation.

(a) The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and the books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

(b) No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

(c) The directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

ARTICLE XI

FIXING COMPENSATION

The Board of Directors have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of employees, agents, officers, and directors, all or each of them in such solemn form and amount as seemed reasonable in and by their discretion. Provided, however, a director may fix his own compensation and/or bonus and/or pension upon the affirmative concurrence of not less than two-thirds (2/3) majority of the remaining members of the Board of Directors, not including such interested Director; and



the determination hereof, by said vote, shall be conclusive of the reasonableness and the good faith of such action, and shall be binding upon the Corporation and the stockholders.

#### ARTICLE XII

##### SUBSCRIBERS

The name and post office addresses of each of the subscribers of these Articles of Incorporation are:

##### NAMES

##### ADDRESSES

James B. Nelson

Route 1, Box 285  
Bumpass, Virginia 23024

Richard A. Krause

404 South Atlantic Avenue  
Ormond Beach, Florida 32074

#### ARTICLE XIII

##### AMENDMENT

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

#### ARTICLE XIV

##### RESTRICTION ON SALE OF STOCK

The Corporation shall have the power to include in its By-Laws or by separate agreements any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders or in the event of the death of any of its stockholders. The manner and form, as well as relevant terms, conditions and details hereof shall be determined by the stockholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge


thereof, unless such provision shall be plainly written upon the certificate evidencing the ownership of said stock.

ARTICLE XV

WAIVER OF NOTICE

The notice of any stockholders' meeting as provided by law shall be waived when stockholders who hold a majority of the voting stock having the right and entitled to vote at any time shall be present at such meeting and shall sign a written consent thereto on the record of the meeting.

We, the undersigned, being each of the original subscribers to these Articles of Incorporation, for the purpose of forming a corporation to do business within the State of Florida, and in pursuance of the corporation laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals this 15 day of April, 1975.

  
James B. Nelson

  
Richard A. Krause

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JAMES B. NELSON and RICHARD A. KRAUSE, to me known to me to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above, this 15th day of April, 1975.

  
Sandra A. Cullen  
Notary Public, State of Florida

Notary Public, State of Florida, my Comm. Expires 12/31/77  
My Comm. No. 12345  
Notary Seal No. 12345

**No. 4** 74152

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FLAME LOUNGE, INC.

**Capital Stock** 100 shares at \$5 per share

**Principal Office** Daytona Beach, Florida **Filed** 4/16/75

**Filed By**