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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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:

V.N. HOLDINGS, INC.

1. 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 (State or country under the law of which it is incorporated)

3. Applied for (FEI number, if applicable)

4. August 16, 2000 (Date of incorporation)

5. perpetual (Duration: Year corp. will cease to exist or terminate)

6. Upon Qualification (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.101 F.S.)

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

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

9. Name and street address of Florida registered agent

Name: Louis J. Terminello, Esq.

Office Address: TERMINELLO & TERMINELLO, P.A.

(S&S) S.W. 37th Avenue, Miami, Florida, 33133 (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.

(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.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Vanessa Lynne Nevius
Address: 1643 Wayland Circle
Atlanta, GA 30319

Vice Chairman: _____
Address: _____

Director: Vanessa Lynne Nevius
Address: 1643 Wayland Circle
Atlanta, GA 30319

Director: _____
Address: _____

B. OFFICERS


President: Vanessa Lynne Nevius
Address: 1643 Wayland Circle
Atlanta, GA 30319

Vice President: _____
Address: _____

Secretary: Vanessa Lynne Nevius
Address: 1643 Wayland Circle
Atlanta, GA 30319

Treasurer: Vanessa Lynne Nevius
Address: 1643 Wayland Circle
Atlanta, GA 30319

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. Vanessa Lynne Nevius
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNANIMOUS CONSENT IN LIEU OF
ORGANIZATION MEETING OF INCORPORATORS

V. N. Holdings, Inc.

THE UNDERSIGNED, being the sole incorporator of the above named corporation, a corporation organized under the laws of the State of Delaware, does hereby adopt the following resolutions:

RESOLVED, That a copy of the Certificate of Incorporation of this corporation, which has been filed in the office of the Secretary of State of Delaware, be prefixed to the minutes and that the corporation proceed to do business thereunder, and a certified copy has been sent to the Clerk of the Kent County Recorder of Deeds for recording.

RESOLVED, That the following are designated to constitute the Board of Directors of this corporation, to hold office for the ensuing year and until successors are chosen and qualified:

Vanessa Nevius
33 Broad Street, 11th Floor
Boston, MA 02109

RESOLVED, That the Board of Directors be and it is hereby authorized to adopt a form of By-Laws for the regulation of the affairs of the corporation and insert said adopted By-Laws into the minute book immediately following the copy of the Certificate of Incorporation.

RESOLVED, That the Board of Directors be and it is hereby authorized to issue the capital stock of this corporation to the full amount or number of shares authorized by the Certificate of Incorporation, in such amounts and proportions as from time to time shall be determined by the Board, and to accept in full or in part payment thereof such property as the Board may determine shall be good and sufficient consideration and necessary for the business of the corporation.

RESOLVED, That the Board of Directors be and it is hereby authorized to take any action necessary for the full organization and conduct of business of the corporation including, but not limited to, the establishment of bank accounts, and entering into contracts.

CorpAmerica, Inc. Incorporator

Page Bell

Page Bell, Assistant Secretary

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DATED: August 16, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "V.N. HOLDINGS, 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 AUGUST, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "V.N. HOLDINGS, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF AUGUST, A.D. 2000.

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

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AUG 25 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

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State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "V.N. HOLDINGS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 25 AM 11:50

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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 08/16/2000
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CERTIFICATE OF INCORPORATION

OF

V.N. Holdings, Inc.

00 AUG 25 AM 11:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

FIRST. The name of the Corporation is V.N. Holdings, Inc.

SECOND. Its registered office in the State of Delaware is to be located at 30 Old Rudnick Lane, in the City of Dover, County of Kent. The Registered Agent in charge thereof is CorpAmerica, Inc., 30 Old Rudnick Lane, Dover, Delaware 19901.

THIRD. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is Fifteen Hundred (1,500) shares at No Par Value.

FIFTH. The name and mailing address of the incorporator is as follows:

CorpAmerica, Inc.
30 Old Rudnick Lane
Dover, DE 19901

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or missions of such director occurring prior to such amendment.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 16th day of August, 2000.

CorpAmerica, Inc., Incorporator

By: Shay Bell
Page Bell, Assistant Secretary

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