

F98000003537

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Cliffhanger Enterprises, Inc
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Kay M. Robbins
(Name of Person)

CLIFF'S Bar & Grill
(Firm/Company)

3033-2 Monument Rd
(Address)

Jacksonville FL 32225
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 22 PM 3:45

FILED

W98-12522

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*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

Kay Robbins at (904) 928-0730
(Name of Person) (Area Code & Daytime Telephone Number)

6/26/98

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 2, 1998

KAY M. ROBBINS
CLIFF'S BAR & GRILL
3033-2 MONUMENT RD
JACKSONVILLE, FL 32225

SUBJECT: CLIFFHANGER ENTERPRISES, INC.
Ref. Number: W98000012522

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CLIFFHANGER ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt
Document Specialist

Letter Number: 998A00030868

**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:

1. Cliffhanger Enterprises, 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
(State or country under the law of which it is incorporated)
3. 59-3508014
(FEI number, if applicable)
4. 4/24/1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 6/1/1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 2970 Cortez Road
Jacksonville, FL 32246
(Current mailing address)
8. BAR & Grill
(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: (P.O. Box or Mail Drop acceptable)
Name: Kay M. Robbins
Office Address: 3033-2 Monument Rd
Jacksonville, Florida, 32246
(Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

Kay M. Robbins
(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)

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

Chairman: N/A

Address: _____

Vice Chairman: N/A

Address: _____

Director: N/A

Address: _____

Director: N/A

Address: _____

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

President: Kay M. Robbins

Address: 2970 Cortez Rd

Jacksonville FL 32246

Vice President: _____

Address: _____

Secretary: Kay M. Robbins

Address: 2970 Cortez Rd

Jacksonville FL 32246

Treasurer: Kay M. Robbins

Address: 2970 Cortez Rd

Jacksonville FL 32246

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

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

14. KAY M. Robbins
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLIFFHANGER ENTERPRISES, 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 EIGHTH DAY OF JUNE, A.D. 1998.

FILED

98 JUN 22 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9125007

DATE:

06-08-98

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