

**P01000069965**

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Paul G. Stambaugh\*  
Theodore T. Tarone, Jr.

June 27, 2001

Via Overnight Delivery

Florida Department of State  
Division of Corporations  
Attention: New Filings  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: **Sky, Inc.**

500004451865--7  
-06/29/01--01061--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Madam or Sir:

This firm represents Sky, Inc. ("Company"). Enclosed please find the original and one copy of the Company's Articles of Incorporation, along with a check in the amount of \$78.75 for the filing fees, registered agent designation, and certified copy fee. Please return the certified copy of the filed the Articles of Incorporation to the above address.

Thank you for your attention to this matter, and if you have any questions, please do not hesitate to contact me.

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Very truly yours,

Stambaugh & Tarone, P.A.



Theodore T. Tarone, Jr.

**FILED**  
01 JUL 16 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Enclosures

T. Burch JUL 16 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 2, 2001

STAMBAUGH & TARONE, P.A.  
ATTN: THEODORE T. TARONE, JR.  
180 ROYAL PALM WAY STE 201  
PALM BEACH, FL 33480

SUBJECT: SKY, INC.  
Ref. Number: W01000015164

We have received your document for SKY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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) 487-6052.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 001A00039420

**ARTICLES OF INCORPORATION**  
**OF**  
**SKY LOUNGE, INC.**

**FILED**  
**01 JUL 16 PM 4:07**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned, desiring to organize a corporation under the Florida Business Corporation Act, Florida Statutes, Chapter 607, hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME & PRINCIPAL OFFICE**

The name of the corporation is SKY LOUNGE, INC. ("Corporation") and its principal business address is 508 Clematis Street, West Palm Beach, Florida 33401.

**ARTICLE II**  
**DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III**  
**PURPOSE**

The Corporation's purpose is to engage in and to transact any and all business for which corporations may be incorporated under Florida Statutes, Chapter 607.

**ARTICLE IV**  
**CAPITAL STOCK**

The Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of the Corporation is THEODORE T. TARONE, JR., c/o Stambaugh & Tarone, P.A., 180 Royal Palm Way, Suite 201, Palm Beach, Florida 33480.

**ARTICLE VI  
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is THEODORE T. TARONE , JR., 180 Royal Palm Way, Suite 201, Palm Beach, Florida 33480.

**ARTICLE VII  
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successors are elected, are:

Gregory W. Hilliker  
104 Windsor Court  
Atlantis, FL 33462

Laura S. Hilliker  
104 Windsor Court  
Atlantis, FL 33462

**ARTICLE VIII  
INDEMNIFICATION**

This Corporation shall, to the fullest extent permitted by the provisions of Florida Statutes Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provision from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE IX  
AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.


**ARTICLE X  
BYLAWS**

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE XI  
BEGINNING OF CORPORATE EXISTENCE**

Corporate existence shall begin upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9<sup>th</sup> day of July, 2001.

  
\_\_\_\_\_  
Theodore T. Tarone, Jr.

**ACCEPTANCE OF REGISTERED AGENT**

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:   
Theodore T. Tarone, Jr.

Date: July 9, 2001