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**Mary Ann Phillips**  
**Certified Public Accountant**

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October 30, 2001

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Dear Sirs:

**Reference: Icebox Bar and Grill, Inc.**  
**Articles of Incorporation**

Enclosed please find an application fee check in the amount of \$78.75 and the articles of incorporation for the above referenced new corporation. Please fax me a copy of the FL Charter when processing is complete to 1-888-948-1743 (toll-free).

Please call if questions arise regarding the processing of the Florida Charter Number.  
Thank you.

Sincerely,

*Mary Ann Phillips*

Mary Ann Phillips  
Certified Public Accountant

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-10/31/01-01073-004  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## Articles of Incorporation

of

### Icebox Bar and Grill, Inc.

**THE UNDERSIGNED SUBSCRIBER**, acting as Incorporator of a corporation (hereinafter referred to as the 'CORPORATION'), under provisions of the Statutes of the State of Florida, does hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

#### ARTICLE 1:

- 1.1) Name: The name of the Corporation is:

### Icebox Bar and Grill, Inc.

#### ARTICLE 2:

- 2.1) Purposes: The Corporate may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE 3:

- 3.1) Number of Authorized Shares: The aggregate number of capital stock which the Corporation shall have authority to issue is One Thousand (1,000) of Common Stock with a par value of One Dollar (\$1.00) per share.
- 3.2) Payment for Shares: The consideration for the issuance of shares of capital stock of the Corporation may be paid, in whole or in part, in money, or in other property, tangible, intangible or in labor or services actually performed for the Corporation. When payment of the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud in the transaction, the judgment of the Board of Directors or the Stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.
- 3.3) Dividends: The holders from time to time of shares of capital stock of the Corporation shall be entitled to receive when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities including capital of the Corporation, but not otherwise, dividends payable in cash, in property or in shares of capital stock of the Corporation.

West Palm Beach, FL 33409

**ARTICLE 8:**

- 8.1) Subscribers: The name and street address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Carl Hansley	1548 Quail Drive #4 West Palm Beach, FL 33409

**ARTICLE 9:**

- 9.1) Meetings of the Stockholders: Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided by the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.
- 9.2) Meetings of Directors: Meetings of the Board of Directors of the Corporation, annual, regular, or special, may be held either within or without the State of Florida.
- 9.3) By-Laws: The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or to adopt new By-Laws, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation, management and government of the business affairs and property of the Corporation not inconsistent with the State of Florida, or these Articles of Incorporation.
- 9.4) Interest of Directors in Contracts: Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm, organization, association, corporation or other legal entity of which one or more of its directors are stockholders, members, directors, officers or employees, or in which he or they are otherwise interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation on such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This provision shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

- 3.4) To Whom Shares May Be Sold: Any shares of capital stock of any description of the Corporation may be issued, sold or otherwise disposed of by it from time to time to such persons, firms, organizations, associations, corporations or other legal entities, and upon such terms and conditions, as the Board of Directors of the Corporation may from time to time determine.
- 3.5) Preemptive and Similar Rights: No holder or owner of capital stock of the Corporation or other securities of the Corporation may be convertible into or evidence the right to acquire shares of capital stock of the Corporation shall have any preferential or preemptive right whatsoever to purchase any additional shares of capital stock of the Corporation whether such shares be issued for cash, property, services or otherwise.

#### ARTICLE 4:

- 4.1) Initial Capital: The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

#### ARTICLE 5:

- 5.1) Period of Duration: The Corporation is to have perpetual existence.

#### ARTICLE 6:

- 6.1) The street address of the principal office of the Corporation is the State of Florida is:

1548 Quail Drive - #4  
West Palm Beach, FL 33409

The Board of Directors may from time to time move the principal office to any other address in Florida.

#### ARTICLE 7:

##### *Data Respecting Directors:*

- 7.1) Initial Board of Directors: The first Board of Directors of the Corporation shall consist of one member who need not be a resident of the State of Florida or a stockholder of the Corporation.
- 7.2) Names and Addresses: The names and street addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the stockholders or until their successors shall have been elected or appointed and have qualified, are:

Carl Hansley  
1548 Quail Drive #4

**ARTICLE 10:**

- 10.1) Amendments to Articles of Incorporation: The Corporation reserves the right from time to time to amend, alter or repeal, or to add provisions to its Articles of Incorporation (as now constituted or hereafter amended) in any manner now or hereafter prescribed thereto and all rights conferred upon stockholders by these Articles of Incorporation (as now constituted and hereafter amended) are granted subject to this reservation.

by Carl Hansley

**STATE OF FLORIDA**

**SS**

**COUNTY OF PALM BEACH**

**I HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Carl Hansley, well known to me and described as incorporator and subscriber who made, subscribed and acknowledged before me that he acknowledged executing the same freely and voluntarily under authority duly invested in him.

**WITNESS** my hand and official seal in the County and State last aforesaid this 30<sup>th</sup> day of October 2001.

Mary Ann Phillips

**NOTARY PUBLIC**

**STATE OF FLORIDA AT LARGE**

**MY COMMISSION EXPIRES:**



**Mary Ann Phillips**  
Commission # DD 059803  
Expires Sep. 24, 2005  
Bonded Thru  
Atlantic Bonding Co., Inc.

(Raised Seal)

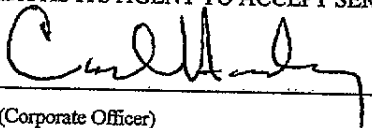
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT **Icebox Bar and Grill, Inc.**

(Name of Corporation)

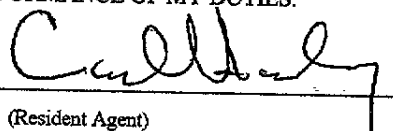
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT CITY OF -- **WEST PALM BEACH** --, STATE OF FLORIDA, HAS  
NAMED -- **CARL HANSLEY** -- LOCATED AT -- **1548 QUAIL DRIVE #4** -- CITY OF **WEST PALM BEACH**,  
STATE OF **FLORIDA** AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:   
(Corporate Officer)

TITLE: **DIRECTOR/PRESIDENT**

DATE: **10-30-01**

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 AND PROPER TO  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:   
(Resident Agent)

DATE: **10-30-01**

FILED  
01 OCT 31 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA