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LAW OFFICES OF W. BRUCE DELVALLE, P.A.

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January 15, 2002

FedEx
VIA ~~USPS~~ OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/16/02--01077--018
*****78.75 *****78.75

RE: Incorporation of Drissi Level 3 Lounge, Inc.

Dear Division of Corporations:

In connection with the above-captioned corporation, enclosed herewith please find the original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent.

A check in the amount of \$78.75 is enclosed to cover the filing fees. Please kindly forward a certified copy of the filed Articles to my attention.

Thank you for your assistance.

Very truly yours,


W. Bruce DelValle

2002 JAN 16 PM 3:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Enclosure

cc: Mr. Mounir M. Drissi

fil/23/01

ARTICLES OF INCORPORATION OF
DRISSI LEVEL 3 LOUNGE, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

(a Florida Corporation)

THE UNDERSIGNED, acting as sole incorporator of **DRISSI LEVEL 3 LOUNGE, INC.**, under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is **DRISSI LEVEL 3 LOUNGE, INC.** ("Corporation").

ARTICLE II

Principal Office and Mailing Address

The principal office and mailing address of the Corporation is: 49 North Orange Avenue, Orlando, Florida 32801. The location of the principal office shall be subject to change as may be provided in Bylaws duly adopted by the Corporation.

ARTICLE III

Shares

The Corporation shall have the authority to issue one thousand (1000) shares of Common Stock, One Cent (\$0.01) per value per share. The Corporation shall have the authority to issue such additional shares of stock, in various classes, as the Board of Directors shall unanimously authorize; however, each Shareholder existing as of the date of these Articles of Incorporation ("Shareholder") shall be subject to and receive the benefit of preemptive rights, as follows:

1. PRE-EMPTIVE RIGHTS. Purchase of Additional Shares of Stock.

(a) Applicability. Each Shareholder agrees not to purchase or otherwise acquire for consideration ("Purchase") any Stock from any other shareholder of the Company, including any Shareholder, or from the Company, except in accordance with and subject to the terms and conditions of these Articles, below.

(b) Notice. If a Shareholder should desire to effect a Purchase of Stock from any shareholder of the Company or from

the Company, such Shareholder (the "Acquiring Shareholder") shall, within five (5) days after such Purchase, give written notice to the Secretary of the Company of such Purchase. Such notice shall specify (1) the number of shares of Stock purchased (the "Additional Stock"), (2) the identity of the transferor, (3) the consideration per share paid and the terms of payment (the "Additional Stock Price"), (4) the date of Purchase, (5) a description of the nature of the Purchase, and (6) a copy of any written document relating to such transaction. Such written notice by the Acquiring Shareholder shall constitute an offer to sell a portion of the Additional Stock to the other Shareholders as provided herein. Such written notice shall be accompanied by the certificates for the shares of the Additional Stock, together with stock transfer instruments executed in blank sufficient to effect the transfer of the Additional Stock, if purchased pursuant to such offer, which shall be held by the Company in trust for delivery to a purchaser of such Stock if a sale is effected hereunder.

(c) Shareholders' Options to Purchase. The Secretary shall, within five (5) days after such notice, give written notice of the foregoing to all Shareholders. For a period of thirty (30) days after such notice by the Secretary, each of the Shareholders other than the Acquiring Shareholder shall have an irrevocable option to purchase at the Additional Stock Price any part or all of the number of shares of the Additional Stock determined by multiplying the number of shares of Additional Stock by a fraction, the numerator of which is the number of shares of Stock held by such Shareholder on the date of such notice and the denominator of which is the total number of shares of Stock held by all other Shareholders, excluding in each case the Additional Stock.

If, within such period, any Shareholder fails to exercise such option in full, the Secretary shall, within five (5) days after expiration of the 30-day option period, notify the other Shareholders of such circumstance. For a period of fifteen (15) days after such notice, each of the other Shareholders, including the Acquiring Shareholder, shall have an irrevocable option to purchase any part or all of such remaining shares of the Additional Stock. If more than one remaining Shareholder desires to exercise such option, each shall be entitled to the lesser of (i) the number of shares of Additional Stock to which such Shareholder has exercised the option in the preceding sentence or (ii) the number of remaining shares of Additional Stock determined by multiplying the number of shares of Additional Stock not purchased in accordance with the foregoing by a fraction, the numerator of which is the number of shares of Stock held by such Shareholder at such date and the denominator of which is the total number of shares of Stock held by the

Shareholders exercising such option (including the Acquiring Shareholder), excluding in each case the Additional Stock.

(d) Exercise of Option. Such options may be exercised within the applicable periods by delivering to the Secretary of the Company a notice of intent to exercise such option, together with such consideration required at that time by the Additional Stock Price. Upon receipt of a notice to exercise an option, the Secretary shall promptly transmit the notice to the Acquiring Shareholder.

(e) Lapse. Upon the lapse in whole or in part of the options heretofore described in this Paragraph, the Secretary shall issue or reissue such shares of the Additional Stock not purchased by the other Shareholders in the name of the Acquiring Shareholder. Until such time as all options under this Paragraph expire, the Acquiring Shareholder shall not be entitled to have the Additional Shares issued or reissued in his or her name.

(f) In the event that the purchase is at the Additional Stock Price pursuant to the above, the transferee(s) shall pay to the transferor(s) that part of the Additional Stock Price for the Stock as is payable at the time of delivery of the Additional Stock under the terms of the Additional Stock Price.

ARTICLE IV

Initial Registered Office and Agent


The address of the Initial Registered Office of the Corporation is: 49 North Orange Avenue, Orlando, Florida 32801 and the Initial Registered Agent at such address is: Mounir M. Drissi.

ARTICLE V

Incorporator

The name and address of the sole incorporator of the Corporation is: W. Bruce DelValle, Esquire, Law Offices of W. Bruce DelValle, P.A., 37 North Orange Avenue, Suite 500, Orlando, Florida 32801.

IN WITNESS HEREOF, these Articles of Incorporation have been assigned by the undersigned incorporator this 15th of January, 2002.

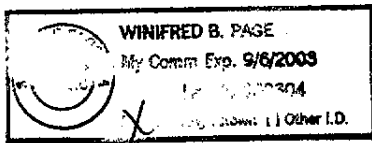

W. Bruce DelValle, Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 15 day of January, 2002, by W. Bruce DelValle. Such person did not take an oath and: (notary must check applicable box)

- ☒ is/are personally known to me
☐ produced a current Florida driver's license as identification
☐ produced _____ as identification.

{Notary Seal must be affixed}

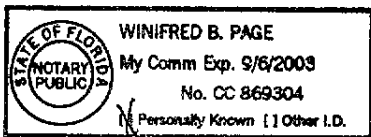


Winifred B Page
Signature of Notary

Winifred B Page
Name of Notary (Typed, Printed or Stamped)
Commission Number (if not legible on seal):
My Commission Expires (if not legible on seal):

2002 JAN 16 PM 3:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED



**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article IV of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED, this 14 day of January, 2002.

REGISTERED AGENT:

By:

Mounir M. Drissi.