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February 18, 2002

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Katherine Harris
Secretary of State
State Capitol, Plaza 2
Tallahassee, FL 32399-0250

Re: Articles of Incorporation of Clay Beverage, Inc.

Dear Sir:

Enclosed herewith please find the original and two (2) copies of the Articles of Incorporation to be filed by your office concerning the above described corporation.

In addition, enclosed please find Office Account Check No. 2339 in payment of the following:

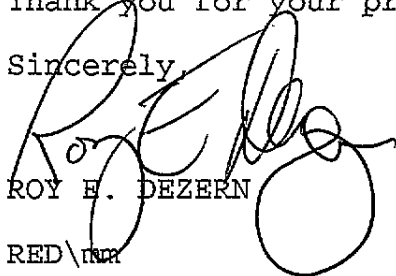
1. Filing Fee.....\$ 35.00
2. Certificate of Resident Agent..... 35.00
3. Certified copy of Articles..... 52.50

Total.....\$122.50

I would appreciate your returning a certified copy of the Articles of Incorporation to my office.

Thank you for your prompt attention to this letter.

Sincerely,



ROY E. DEZERN

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Enclosures

FILED
02 FEB 25 AM 11:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

103-01-02
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ARTICLES OF INCORPORATION
OF
CLAY BEVERAGE, INC.

02 FEB 25 AM 11:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned subscribers, T. J. GALLEY and JOHN A. BARBONE, to these Articles of Incorporation, being a natural persons competent to contract, desiring that they be incorporated, for such purpose do hereby make, execute and adopt the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be CLAY BEVERAGE, INC.

ARTICLE II

The general powers of this corporation shall be as follows:

- A. All corporate powers as specifically set forth in §607.0302, Florida Statutes.
- B. To operate, conduct, carry on and engage in the business of a bar and liquor lounge.
- C. To operate, conduct, carry on and engage in any other business or businesses not prohibited by law.
- D. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to

conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

E. To conduct business in; have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchise, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

F. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

G. To purchase the corporate assets of any other corporation and engage in the same manner or other character of business.

H. To guarantee, endorse, purchase, hold, sell, transfer mortgages, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

I. The foregoing clauses shall be construed both as

objects and powers, and it is expressly provided that the foregoing enumeration of specific powers and objects shall not be held to restrict or limit in any manner the general powers or objects of this corporation. In general, to carry on any other business in connection with or related or incidental to the foregoing permitted by law; to have and exercise all the powers conferred by the present or future laws of the State of Florida upon corporations formed for any or all of the purposes aforesaid.

ARTICLE III

The maximum number of shares that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock of the par value of Ten and No/100 Dollars (\$10.00) per share.

The whole or any part of the authorized capital shares may be issued for such consideration having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred and No/100 Dollars (\$500.00).

ARTICLE V

This corporation shall have and continuously maintain in this state pursuant to §607.0501, Florida Statutes:

A. A registered office, the initial registered office is

designated as 2180 Aaron Drive, Green Cove Springs, FL 32043.

B. A registered agent, the initial registered agent is T. J. Galley, 2180 Aaron Drive, Green Cove Springs, FL 32043.

The Board of Directors may from time to time change its registered office or its registered agent pursuant to §607.0502, Florida Statutes.

ARTICLE VI

This corporation shall have perpetual existence and the commencement of the corporate existence shall be at the time of the filing of this Articles of Incorporation by the Department of State, State of Florida.

ARTICLE VII

The corporation shall have two (2) Directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders.

ARTICLE VIII

The names and addresses of the members of the initial Board of Directors of this corporation, who, subject to the provisions of Florida, will hold office for the first year of the corporation's existence, or until the successors are elected and have qualified, are as follows:

T. J. Galley

2180 Aaron Drive
Green Cove Springs, FL 32043

John A. Barbone

2652 Blanding Blvd.
Jacksonville, FL 32210

ARTICLE IX

The names and addresses of the incorporators of this corporation is as follows:

T. J. Galley	2180 Aaron Drive Green Cove Springs, FL 32043
John A. Barbone	2652 Blanding Blvd. Jacksonville, FL 32210

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

The names and addresses of the officers who shall conduct the business of the corporation until those elected at the first annual election shall be qualified are as follows:

T. J. Galley	President	2180 Aaron Drive Green Cove Springs, FL 32043
John A. Barbone	Secretary/ Treasurer	2652 Blanding Blvd. Jacksonville, FL 32210

ARTICLE XII

The corporation shall not have more than thirty-five (35) stockholders and otherwise shall fulfill the requirements necessary for it to elect to become an "electing small business corporation" under Subchapter S of the Internal Revenue Code and the stock of this corporation qualifies as small business stock under Internal Revenue Code §1244.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Jacksonville, Duval County, Florida, this 18th day of February, 2002.

T. J. Galley (SEAL)
T. J. GALLEY

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18th day of February, 2002, by T. J. GALLEY who did/did not take

an oath and who:

- (☒) is personally known to me.
- () produced current Florida Drivers License as identification.
- () produced _____ as identification.

KELLY L. HUNT
Notary Public, State of Florida
My Comm. expires April 20, 2002
Comm. No. CC 735288

Kelly L. Hunt
Notary Public

Kelly L. Hunt
Name of Notary Typed,
Printed or Stamped

Commission No. CC 735288

Commission Expires: _____

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Jacksonville, Duval County, Florida, this 18th day of February,
2002.

John A. Barbone (SEAL)
JOHN A. BARBONE

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this
18th day of February, 2002, by JOHN A. BARBONE, who did/did not
take an oath and who:

- ☒ is personally known to me.
- ☐ produced current Florida Drivers License as
identification.
- ☐ produced _____ as identification.

KELLY L. HUNT
Notary Public, State of Florida
My Comm. expires April 20, 2002
Comm. No. CC 735288

Kelly L. Hunt
Notary Public
Kelly L. Hunt
Name of Notary Typed,
Printed or Stamped

Commission No. CC 735288

Commission Expires: 4/20/02

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

02 FEB 25 AM 11:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to §607.0501 or §617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is CLAY BEVERAGE, INC.
2. The name and address of the registered agent and office is:

T. J. Galley
2180 Aaron Drive
Green Cove Springs, FL 32043

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

T. J. Galley
(Resident Agent)
Date: 2/18/02