

BCV

Bryan G Vincent

571 Grand Cayman Cir~ Lakeland, FL 33803

Phone 941 299 7030 ~ Fax 941 644 0908~ Email BGVALLSTAR@aol.com

June 3, 2002

Florida Department of State
Division of Corporations
New Filings Section
P O Box 6327
Tallahassee, FL 32314

200005727682--4
-06/10/02--01022--018
*****78.75 *****78.75

RE: Incorporation

To whom this may concern:

Please find enclosed Articles of Incorporation for Red Hot Night Club, Inc.
Check in the amount of \$78.75 for filing fees, and certified copy.

Sincerely

Bryan G. Vincent
lea

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

SENT JUN 10 2002

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**Articles of Incorporation
of
Red Hot Night Club, Inc.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - Name

The name of the Corporation is **Red Hot Night Club Inc.**

**ARTICLE II - Principal Office
and Mailing Address of the corporation**

The address of the principal office of the corporation is **Red Hot Night Club Inc., 1300 Third Street SW , and its mailing address is 571 Grand Cayman Cir., Lakeland , Fla. 33803 .**

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective immediately, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - Stock

The corporation is authorized to issue **one thousand (1,000)** shares of \$1.00 par value common stock, which shares shall be a single class.

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of issued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

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ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial director who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
Bryan G. Vincent	571 Grand Cayman Cir Lakeland, FL 33803

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal any bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These Article of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at the regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

The name and address of the Incorporator to these Article of Incorporation are:

Name
Bryan G. Vincent

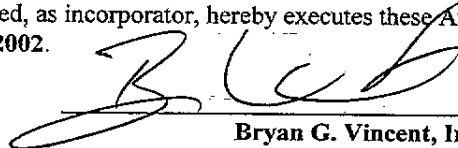
Business Address
**571 Grand Cayman Cir
Lakeland, FL 33803**

ARTICLE XI - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is **571 Grand Cayman Cir
Lakeland, FL 33803** and the name of the initial registered agent of the corporation at that address is

**Bryan G. Vincent, 571 Grand Cayman Cir, Lakeland, FL 33803. Daytime contact number is 863
289 4365 Cell**

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of
Incorporation this 7 day of June, 2002.

 (Seal)
Bryan G. Vincent, Incorporator

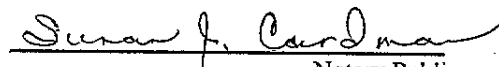
STATE OF FLORIDA)
COUNTY OF POLK)

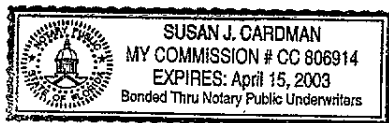
Before me, the undersigned authority, an officer duly authorized to administer oaths and take
acknowledgments, personally appeared **Bryan G. Vincent**, Who

☒ who has produced Fl. Drivers License [] is personally known to me or
as identification.

Witness my hand official seal this 7th day of June, 2002.

(NOTARIAL SEAL)


Notary Public



BCV

571 Grand Cayman Cir.~ Lakeland, FL 33881-4017
Phone 863 299 7030~ Fax 863 644 0908

June 3, 2002

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**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 607.0501 of the Florida General Corporation Act, the following is submitted:

Red Hot Night Club Inc., with its place of business at 1300 Third Street SW., Winter Haven, FL, 33880, has
named Bryan G Vincent, located at 571 Grand Cayman Cir., Lakeland, FL, 33803, as its agent to accept service for
process within Florida. Daytime Phone number Bryan G Vincent 863 289 4365 Cell

Secretary, Linda E Adams 683 682 4178, home 863 646 1752

Dated: 6/7/2002

Signature

Linda E Adams

Having been named to accept service for 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 to the proper and complete performance of my duties, and I am familiar with and accept the duties and
obligations of Chapter 607 of the Florida General Corporation Act.

Dated: 6/7/2002

Signature

Bryan G Vincent

Sincerely,

Bryan G. Vincent
lea