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ACCOUNT NO. : 072100000032

REFERENCE : 707131 82288A

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 78.75

ORDER DATE : August 15, 2002

ORDER TIME : 2:58 PM

ORDER NO. : 707131-005

CUSTOMER NO: 82288A

CUSTOMER: Ms. Carol Bartell
Leonard & Morrison

300007145699--1

Tenth Floor
4875 N. Federal Highway
Ft. Lauderdale, FL 33308

DOMESTIC FILING

NAME: BU'S LOUNGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

02 AUG 15 PM 4:03

RECEIVED

FILED
02 AUG 15 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

BU'S LOUNGE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BU'S LOUNGE, INC.

The address of the principal office of this corporation shall be 4875 North Federal Highway, 10th Floor, Ft. Lauderdale, Florida 33308, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

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TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Danielle M. Bunker	4875 North Federal Highway
	10th Floor
	Fort Lauderdale, Florida 33308

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
2711 Centerville Road Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these Articles of Incorporation on August 15, 2002.

Deborah D. Skipper
as its Agent, Deborah D. Skipper
Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 AUG 15 PM 12:12

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
as its Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

sxk