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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT CORPORATION OR P.A.**

**JOHNNIE BROWN'S BAR, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
JOHNNIE BROWN'S BAR, INC.**

We, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be:

**JOHNNIE BROWN'S BAR, INC.**  
301 Yamato Road, Ste. 3160  
Boca Raton, Florida 33431

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have authority to issue is one million (1,000,000) common shares, having a par value of \$.001 per share, that may be issued from time to time as determined by the Corporation's Board of Directors.

**ARTICLE IV**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V**

The initial registered office of this Corporation shall be 301 Yamato Road, Suite 3160, Boca Raton, Florida 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Mark Guzzetta.

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#### ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

#### ARTICLE VII

The name and address of the first director of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Mark Guzzetta	301 Yamato Road, Suite 3160 Boca Raton, Florida 33431

#### ARTICLE VIII

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Mark Guzzetta	301 Yamato Road, Suite 3160 Boca Raton, Florida 33431

#### ARTICLE IX

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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**ARTICLE X**

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

**ARTICLE XI**

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, We, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 4<sup>th</sup> day of April, 2005.

  
Mark Guzzetta

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**CERTIFICATE DESIGNATING REGISTERED AGENT**

In compliance with the laws of the State of Florida, the following is submitted:

FIRST – JOHNNIE BROWN'S BAR, INC. desiring to organize under the laws of the State of Florida, has named Mark Guzzetta as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 4<sup>th</sup> day of April, 2005.

  
Mark Guzzetta  
Registered Agent

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