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

**Billabong, Inc.**

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## ARTICLES OF INCORPORATION

- of -

### BILLABONG, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter, and I do make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation, and to that end I do by these Articles set forth:

#### ARTICLE I NAME

The name of the corporation shall be: **BILLABONG, INC.**

#### ARTICLE II DURATION

The duration of the corporation shall be perpetual unless sooner dissolved according to law.

#### ARTICLE III PURPOSE

The general nature of the business, objects and purposes proposed to be carried on and transacted, are to do any or all lawful business for which corporations may be incorporated under the laws of the State of Florida including but not limited to the following:

- (a) Operation of a "pub" type establishment for the services of beer and wine;

Prepared By:  
Michael S. Bloom, Esq.  
Michael S. Bloom, P.A.  
4340 Sheridan Street, Suite 102  
Hollywood, Florida 33021  
Phone: (954) 981-9995  
Florida Bar Number: 0892505

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(b) The purposes specified herein shall be construed both as powers and purposes and shall in no wise be limited to or restricted by reference to, or inference from, the terms of any other clause in this or any other Article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms of or the general powers of the corporation under the laws of the State of Florida; nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed;

(c) To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, and in general to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth herein.

#### **ARTICLE IV SHARES**

The aggregate number of shares of stock which the corporation is authorized to issue and have outstanding at any time One Hundred (100) shares of Common stock, which shall have a par value of One Dollar (\$1.00) per share.

#### **ARTICLE V PRINCIPAL OFFICE**

The street address of the principal office of the corporation in the State of Florida is: 3000 Country Club Lane, Pembroke Park, Florida 33009.

The Stockholders may, from time to time, move the principal office to any other address in the State of Florida.

#### **ARTICLE VI REGISTERED AGENT**

The name of the corporation's initial Registered Agent is Michael S. Bloom, Esq., whose address is 4340 Sheridan Street, Suite 102, Hollywood, Florida 33021.

#### **ARTICLE VII DIRECTORS**

The number of directors of this corporation shall be not less than one (1). The number of directors may be increased from time to time by the By-Laws.

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The name and address of the initial Board of Directors of this corporation is:

Ernest T. Bell  
4209 Madison Street  
Hollywood, FL 33021

Rence Bell  
4209 Madison Street  
Hollywood, FL 33021

Wes Myers  
729 Northwest 10<sup>th</sup> Avenue  
Dania, FL 33004


Karen Myers  
729 Northwest 10<sup>th</sup> Avenue  
Dania, FL 33004

**ARTICLE VIII  
INCORPORATOR**

The name and address of the incorporator of this corporation is:

Michael S. Bloom, Esq.  
4340 Sheridan Street, Suite 102  
Hollywood, Florida 33021

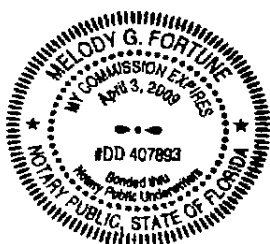
IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal, at  
Hollywood, Broward County, Florida, on June 13, 2005.

  
\_\_\_\_\_  
Michael S. Bloom, Esq. (SEAL)

STATE OF FLORIDA                     )  
  )ss:  
COUNTY OF BROWARD                )

The foregoing Articles of Incorporation was acknowledged before me on June 13, 2005, by  
Michael S. Bloom, Esq., who is personally known to me and who did not take an oath.

WITNESS my hand and official seal at Hollywood, Broward County, Florida, this June 13,  
2005.



  
\_\_\_\_\_  
Notary Public, State of Florida

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, the Billabong, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Pembroke Park, County of Broward, State of Florida, has named Michael S. Bloom, Esq., located at 4340 Sheridan Street, Suite 102, Hollywood (Broward County), Florida 33021, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

(Must be signed by Designated Agent)

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Michael S. Bloom, Esq.  
Registered Agent

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