

CORPORATION INFORMATION  
SERVICE, INC.  
1201 BAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

**csc networks**

MAIL TO:  
P.O. BOX 5028  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 530163 2200B

AUTHORIZATION :

*Patricia Pyjts*

COST LIMIT : \$ 122.50

ORDER DATE : January 25, 1995

5000001 8889505

ORDER TIME : 12:15 PM

ORDER NO. : 530163

CUSTOMER NO: 2200B

CUSTOMER: Judy Diamond, Legal Assistant  
MCDERMOTT WILL & EMERY

22nd Floor  
201 South Biscayne Boulevard  
Miami, FL 33131-4335

DOMESTIC FILING

NAME: JAVA LOUNGE CORP.

XXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FL 32301

95 JAN 25 PM 9 43

FILED

*71-11*  
*1-26-95*

ARTICLES OF INCORPORATION  
OF  
JAVA LOUNGE CORP.

FILED  
95 JAN 25 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

JAVA LOUNGE CORP.

The address of the principal office of this corporation shall be 9421 Southwest 102nd Street, Miami, Florida 33176, 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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Nays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Andrew Menachem Dir.	9421 Southwest 102nd Street Miami, Florida 33176
Jeff Sharmat Dir.	13755 Southwest 78th Court Miami, Florida 33158

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Andrew Menachem Pres.	9421 Southwest 102nd Street Miami, Florida 33176
Jeff Sharmat V.Pres.	13755 Southwest 78th Court Miami, Florida 33158

ARTICLE VIII. INCORPORATOR

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

Corporation Information Services, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on January 25, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida 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.

CORPORATION INFORMATION SERVICES, INC.

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

KBR/dks

65 JUN 25 10 43  
FBI  
REC'D

CORPORATION IDENTIFICATION  
SERVICES, INC.  
1201 HESS STREET  
TALLAHASSEE, FL 32310  
904-222-9171  
904-222-0191 FAX

800-344-8086

P95000006753

**csc networks**

55 FEB 13 PM 4:19

TELETYPE CORPORATION

MAIL TO  
P.O. BOX 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 500161 2208B

AUTHORIZATION : *Patricia Fyfe*

COST LIMIT : \$ 35.00

ORDER DATE : January 25, 1995

ORDER TIME : 3:40 PM

ORDER NO. : 500161

CUSTOMER NO: 2208B

CUSTOMER: Judy Diamond, Legal Assistant  
Mcdermott Will & Emery  
22nd Floor  
201 South Biscayne Boulevard  
Miami, FL 33131-4335

CHANGE OF AGENT

NAME: JAVA LOUNGE CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XXX PLAIN STAMPED COPY

CONTACT PERSON: Debbie Skipper

55 FEB 13 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2/14

*904*  
*R.H. Chang*

Date Filed Feb 13 1983

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: JAVA LOUNGE CORP.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.  
1201 Hays Street  
Tallahassee, Florida 32301

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 13 PM 4:30

3. The name and street address to which its registered agent is to be changed is:  
(P.O. BOX NOT ACCEPTABLE)

ANDREW MENACHEM

9421 S. W. 102nd Street, Miami, FL 33176

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

ANDREW MENACHEM  
(Typed or printed name and title)

Andrew Menachem, Pres.

Signature: Andrew Menachem

(President or Vice President)

Date Feb 13 1983

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name ANDREW MENACHEM

Signature Andrew Menachem

(Agent)

Date \_\_\_\_\_