

P95000028478

LAW OFFICE  
RANDOLPH H. STRAUSS, P.A.  
ATTORNEY AT LAW

2025 N.E. 14th AVE., SUITE 100  
FORT LAUDERDALE, FL 33334

TEL: (305) 566-6207  
DEEPER: (305) 992-3333  
FAX: (305) 565-2401

March 15, 1995

Secretary of State  
DIVISION OF CORPORATIONS  
PO Box 6327  
Tallahassee, FL 32314

Re: Act One of Florida, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation with regard to the above-named new corporation. Please also find enclosed our firm's check in the amount of \$70.00 representing your filing fees.

Please file the Articles of Incorporation and return a conformed copy to me in the envelope provided.

Very truly yours,

*Randy Strauss*  
Randolph H. Strauss

RHS/tlk  
ENCLOSURES

*RHS*  
*4/11/95*

*583*  
*583-1200*

FILED  
95 APR 10 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

March 21, 1995

**RANDOLPH H. STRAUSS, P.A.**  
**2825 NE 14TH AVE.**  
**SUITE 100**  
**FT. LAUDERDALE, FL 33334**

**SUBJECT: ACT ONE OF FLORIDA, INC.**  
**Ref. Number: W95000006290**

We have received your document for ACT ONE OF FLORIDA, INC. and your check(s) totaling \$100.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

**Brendolyn Bruton**  
**Corporate Specialist**

**Letter Number: 395A00012712**

LAW OFFICES  
**RANDOLPH H. STRAUSS, D.A.**  
ATTORNEY AT LAW

2026 N.E. 14th AVE., SUITE 100  
FORT LAUDERDALE, FL 33334

TEL: (305) 806-8207  
DEEPER: (305) 882-3333  
FAX: (305) 886-2401

March 28, 1995

Secretary of State  
DIVISION OF CORPORATIONS  
PO Box 6327  
Tallahassee, FL 32314

Re: Act One Exotic Dancers of Florida, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Incorporation with regard to the above-named new corporation. Please credit our firm's check #1730 dated 3/17/95 in the amount of \$70.00 representing your filing fees.

Also enclosed is a copy of Letter #395A00012712 from our previously prepared filing pursuant to your request.

Please file the Articles of Incorporation and return a conformed copy to me in the envelope provided.

Very truly yours,



Randolph H. Strauss

RHS/tlk  
ENCLOSURES

**ARTICLES OF INCORPORATION  
OF  
ACT ONE EXOTIC DANCERS OF FLORIDA, INC.**

**FILED**

95 APR 10 PM 12:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these articles of incorporation under the laws of the State of Florida, adopts these articles to form a corporation under The Florida General Corporation Act, F.S. 607, and other laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation is:  
ACT ONE EXOTIC DANCERS OF FLORIDA, INC.

**ARTICLE II PURPOSE**

The purpose of this corporation shall be the operation of transacting of any and all lawful business.

**ARTICLE III. TERM OF EXISTENCE**

The Corporation shall have perpetual existence commencing with the filing of these articles of incorporation with the Department of State.

**ARTICLE IV. CAPITAL STOCK**

The capital stock of the Corporation shall be 100 shares of common stock having a par value of \$0.10 per share. The actual consideration to be paid for each share shall be fixed by the shareholders.

**ARTICLE V. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this Corporation is 250 S.E. 22ND STREET, FT. LAUDERDALE, FLORIDA 33316. The name of the initial registered agent at that address is MIKE VOGEL.

**ARTICLE VI. INITIAL PLACE OF BUSINESS**

The Corporations initial place of business shall be 250 S.E. 22ND STREET, FT. LAUDERDALE, FLORIDA 33316. The Shareholders may from time to time move the principal office to any other address in the State of Florida.

**ARTICLE VII. BOARD OF DIRECTORS**

The business of the Corporation shall be managed by its shareholders. There shall be no Board of Directors.

#### **ARTICLE VIII. TRANSFER OF SHARES**

The shareholders of the Corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. The sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

#### **ARTICLE IX. AMENDMENT**

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any rights conferred on the shareholders is subject to this reservation.

#### **ARTICLE X INDEMNIFICATION**

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

#### **ARTICLE XI PREEMPTIVE RIGHTS**


Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof ( as nearly as may be done without issuance of fractional shares ) at a price at which it is offered to others.

#### **ARTICLE XII SPECIAL PROVISIONS**

**Section 1.** The annual meeting of the Shareholders of this corporation shall be fixed by the By-Laws.

**Section 2.** The Officers of this Corporation shall be a President, Secretary, and Treasurer and such other officers as the shareholders may deem necessary. Any one person may hold two of said such offices.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on the 28 day of MARCH, 1995.

  
MIKE VOGEL

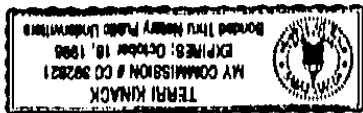
250 S.E. 22ND STREET, FT. LAUDERDALE, FLORIDA 33316.

STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MIKE VOGEL, the person described in the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation this 28 day of MARCH, 1995.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at FT. LAUDERDALE, Florida, on this 28 day of MARCH, 1995.

My commission expires:



  
Notary Signature

I HEREBY ACCEPT THE DESIGNATION OF REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.

  
MIKE VOGEL

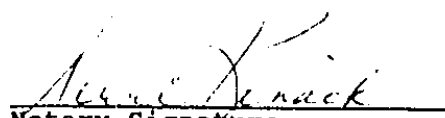
STATE OF FLORIDA  
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MIKE VOGEL, who is personally known to me and who did take an oath and who acknowledged that he executed the foregoing instrument freely and voluntarily after carefully reading and understanding the contents thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at FT. LAUDERDALE, BROWARD County, on this 28 day of MARCH, 1995.

My commission expires:



  
Notary Signature