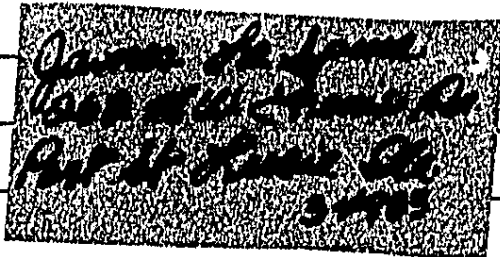


P95000035129



OFFICE USE ONLY

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MAY - 1 11 3:54  
TALLAHASSEE, FLORIDA

800001470468  
-05/02/95--01051--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. The Note Life Club, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in    ☐ Pick up time \_\_\_\_\_    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DOWN MAY - 4 1995

Examiner's Initials

Articles of Incorporation  
The Nite Life Club, Inc.

FILED  
95 MAY -1 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1

The name of this Corporation : THE NITE LIFE CLUB, INC.

ARTICLE 2

The Corporation shall have perpetual existence.

ARTICLE 3

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE 4

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE 5

*St. Lucie* The principal and registered office of this Corporation shall be *262 N.W. Florida Rte.* *PORT* *St. Lucie*, FLORIDA, and the initial registered agent of this Corporation at such office shall be Rhonda LaSpina, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE 6

The initial Board of Directors shall consist of one member. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one or more than ten. The names and addresses of the directors constituting the initial Board of Directors are:

James LaSpina, — THOMAS J. WATERMAN  
*262 N.W. Florida Rte.*  
*Port St. Lucie Fla - 34983*

ARTICLE 7

The names and street addresses of the persons signing these Articles of Incorporation are:

James LaSpina, — THOMAS J. WATERMAN  
*262 N.W. Florida Rte.*  
*Port St. Lucie Fla - 34983*

ARTICLE 8

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 9

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 25 day of April, 1995

James R. LaSpina  
James LaSpina  
Dir. Lic - 1-215-456-360-0 (Exp 10/9/96)  
S/S: 168-32-5278

STATE OF FLORIDA )  
COUNTY OF ST. LUCIE )  
SS:

Thomas J. KATZMAN  
THOMAS J. KATZMAN  
FDL: W365-830-61-326-0 (Exp. 09/06/95)  
SS.: 130-60-7417

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared James LaSpina, known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal this 25 day of April, 1995.

Ann Marie Marinak  
NOTARY PUBLIC, State of Florida

My Commission Expires: Notary Public, State of Florida  
My Comm. Exp. Aug. 25, 1995  
Bonded thru PICHARD Ins. Agency

ACCEPTANCE:

I, Rhonda LaSpina, hereby acknowledge that I am familiar with and hereby accept the duties and responsibilities as Registered Agent for The Nile Life Club.

Rhonda (Kirsten) LaSpina  
Rhonda LaSpina DR. LIC. L215-731-53-384-0 (exp 03/04/99)  
S.S. 494-60-6532

SWORN TO AND SUBSCRIBED before me this 25 day of April, 1999.

Ann Marie Marinak  
NOTARY PUBLIC, State of Florida

My Commission Expires:

Notary Public, State of Florida  
My Comm. Exp. Aug. 25, 1995  
Bonded thru PICHARD Ins. Agency

FILED  
95 MAY -1 PM 3:54  
STATE  
SECRETARY OF  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

**P95000035129**  
LSC  
PRENTICE HALL  
LEGAL & FINANCIAL SERVICES  
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 613012 81236A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 9, 1995

ORDER TIME : 11:07 AM

ORDER NO. : 613012

CUSTOMER NO: 81236A

CUSTOMER: M. Lanning Fox, Esq  
Warner Fox Seeley & Dungey  
1100 South Federal Highway  
P. O. Drawer 6  
Stuart, FL 34994

DOMESTIC AMENDMENT FILING

NAME: THE NITE LIFE CLUB, INC.

XXXX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrene Randolph

EXAMINER'S INITIALS:

FILED  
95 JUN -9 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE NITE LIFE CLUB, INC.

FILED  
95 JUN -9 PH 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


1. ARTICLE 6 of the Articles of Incorporation of THE NITE LIFE CLUB, INC., is amended to read as follows:

The management of the corporation shall be as provided in the Bylaws of the corporation.

2. The foregoing amendment was adopted by the shareholders of this corporation on June 1, 1995.

IN WITNESS WHEREOF, the undersigned president and secretary of this corporation have executed these Articles of Amendment on this 1st day of June, 1995.

  
THOMAS J. WATERMAN, Secretary

  
JAMES LaSPINA, President

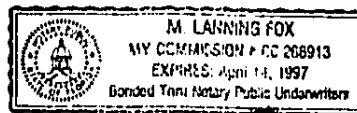
STATE OF FLORIDA  
COUNTY OF MARTIN

Before me, a notary public authorized to take acknowledgments in the State and county set forth above, personally appeared THOMAS J. WATERMAN

\_\_\_\_\_ as identification, and who are known

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 1st day of June, 1995.

I am a Notary Public of the State  
of Florida having a commission number  
of 268915 and my  
commission expires: 4/14/97



1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393 FAX

800-342-8086

**P95000035129**

**CSC NETWORKS**  
PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

DIVISION OF CORPORATION

ACCOUNT NO. : 07310000000093

REFERENCE : 613012 81236A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : June 9, 1995

ORDER TIME : 11:22 AM

ORDER NO. : 613012

CUSTOMER NO: 81236A

CUSTOMER: M. Lanning Fox, Exq  
Warner Fox Seeley & Dungey  
1100 South Federal Highway  
P. O. Drawer 6  
Stuart, FL 34994

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*KA Change*

FILED  
95 JUN 9 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CHANGE OF AGENT

NAME: THE NITE LIFE CLUB, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Sebreana Randolph

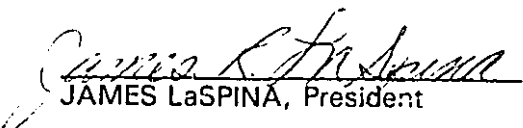


STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH

Pursuant to the provisions of Section 607.0502, 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 or registered agent, or both, in the State of Florida.

1. The name of the corporation is THE NITE LIFE CLUB, INC.
- 1a. Date of Incorporation: May 1, 1995 Document No. P95000035129
2. The name and street address of the present registered agent and office:  
  
RHONDA LaSPINA  
262 NW Ferris Drive  
Port St. Lucie, Florida 34953
3. The name and address of the successor registered agent and office:  
  
CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, Florida 32301
4. The address of its registered agent and the address of the business office of its registered agent, as changed, will be identical.
5. Such change was authorized by resolution duly adopted by the shareholders.

DATED: June 1, 1995

  
JAMES LaSPINA, President

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Executed this 9th day of May, 1995.

CORPORATION SERVICE COMPANY

BY: 

Its: Gail Shelby

Registered Agent

Filing Fee: \$35.00

FILED  
95 JUN -9 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P95000035129

S. G. Christman  
1625 10th Ave.  
Vero Beach, FL 32960

City/State/Zip

Phone #

Office Use Only

FILED  
97 JUL 28 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known)**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

AM REG  
7/28  
6/11/07  
DREG  
7/22



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

July 23, 1997

**S.G. CHRISTMAN**  
1625 10TH AVENUE  
VERO BEACH, FL 32960

**SUBJECT: THE NITE LIFE CLUB, INC.**  
Ref. Number: P95000035129

We have received your document for THE NITE LIFE CLUB, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (850) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 497A00037262

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**THE NITE LIFE CLUB INC.**

**P95000035129**

(present name)

**FILED**  
97 JUL 20 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)**

**CHANGE OF REGISTERED AGENT**

Former registered agent, Rhonda LaSpina, at the registered address of 262 NW Ferris Drive, Port St. Lucie, Florida 34983, now at the temporary address of 3318 Orange Ave., #34, Ft. Pierce, Florida 34947, has resigned from this position and the new principle and registered office of this corporation is 1625 10th Ave., Vero Beach, Florida 32960; the registered agent of this corporation at such office shall be Siegfried G. Christman, who upon accepting this designation, agrees to comply with the provisions of Sec. 48.091, F.S., as amended from time to time, with respect to keeping an office open for service of process.

**ELECTION OF NEW OFFICERS**

James R. LaSpina, President, Vice President, Secretary and Treasurer of said corporation, has resigned his position as Vice President, Secretary and Treasurer of said corporation, retaining his position as President.

The following new officers elected are as follows:

Siegfried G. Christman, VP  
1625 10th Ave.  
Vero Beach, FL 32960

Rhonda K. LaSpina, Sec/Treasurer  
1625 10th Ave.  
Vero Beach, FL 32960

**AMENDMENT OF ARTICLE VI, Sec. 2/Transfer of Shares**

James R. LaSpina, President, sole holder of the total of 10,000 shares of The Nite Life Club, Inc., has transferred the following shares of this from the corporation to:

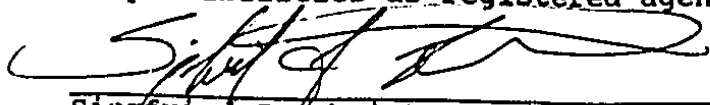
Siegfried G. Christman (6,000 shares)  
1625 10th Ave.  
Vero Beach, FL 32960

Rhonda K. LaSpina (500 shares)  
1625 10th Ave.  
Vero Beach, FL 32960

Vincent Frank Cavarra (500 shares)  
2301 NE 14th St., #305-E  
Pompano Beach, FL

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Siegfried G. Christman, Registered Agent

FILED  
97 JUL 28 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIRD:** The date of each amendment's adoption: June 30, 1997

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30<sup>th</sup> day of June, 1997

Signature James R. DeSoria (Pres.)  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

\_\_\_\_\_  
Typed or printed name

\_\_\_\_\_  
Title