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JAMES H. GILLIS

Attorney At Law

8424 Pamlico Street
Orlando, Florida USA 32817-1514

Telephone: (407) 657-8644
Telecopier: (407) 657-8546

June 15, 1995

Department of State
Division of Corporations
Post Office Box 6357
Tallahassee, Florida 32314

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-06/19/95--01039--004
***122.50 ***122.50

RE: Articles of Incorporation - UPSTAIRS DOWNTOWN, Inc.

Dear Sirs:

Please file the enclosed composite Articles of Incorporation and Registered Agent Designation and return the certified copy to:

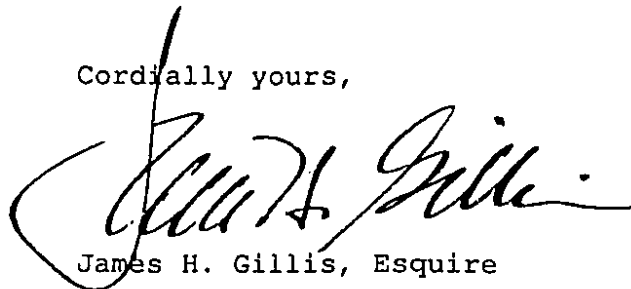
James H. Gillis, Esquire
Attorney at Law
8424 Pamlico Street
Orlando, Florida 32817-1514

Enclosed is a check in the amount of \$122.50 for the required filing fees and certified copy cost.

Please send a copy each of form for registration of fictitious names and annual corporate reports. Additionally, please provide any information available concerning the registration of trademarks.

Thank you in advance for your prompt attention to this request.

Cordially yours,


James H. Gillis, Esquire

JHG: mac

cc: file

65 JUN 19 1995

UJK

ARTICLES OF INCORPORATION

of

UPSTAIRS DOWNTOWN, INC.

55 SEP 19 AM 10:19
61-0116-5110255

THE UNDERSIGNED, for the purposes of forming a corporation under the Florida General Corporation Act, Chapter 607, *Florida Statutes (1993)*, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME. The name of the corporation is: **UPSTAIRS DOWNTOWN, INC.**

ARTICLE II. PURPOSES AND POWERS. This corporation is organized for the following purposes:

A. As principal, or otherwise, to buy, sell, exchange, lease, let, grant or take license in respect of, improve, develop, repair, maintain, manage or operate real and business property of every kind; and, generally to do everything suitable, proper and conducive to the successful conduct of an business in all of it branches and departments.

B. To purchase, or in any way acquire for investment for sale, lands, buildings, improvements, and any other real property of any kind or any interest therein, and as the consideration for the same to pay cash or to issue capital stock, debenture bonds, mortgage bonds and other obligations of the corporation; to make and obtain loans upon real property or estate of the corporation, improved or unimproved and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, and to enter into contracts to buy or sell any property, real or personal, to buy or sell mortgages, trust deeds, contracts and evidences of indebtedness; to purchase or otherwise acquire for the purposes of holding or disposing of the same, real or personal property of kind and description, including the good will, stock, rights, and property of any person, firm, association, or corporation, paying for the same in cash, stock or bonds of this corporation; to draw make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or obligations of the corporation, from time to time, for any of the objects or purposes of the corporation without any restriction or limit as to amount.

C. The professional and scientific services of this corporation shall be carried out only through directors, officers, employees, and agents, each of whom shall be properly licensed when and as required by the State of Florida or any other federal, state or local licensing authority which may by code, statute, ordinance, regulation, or rule, from time to time, create such requirements.

D. To hire and employ agents and employees, and to enter into agreements for employment and collective bargaining; to act as agent, contractor, subcontractor, trustee, factor or otherwise, either alone or in company with others.

E. To promote or aid in any manner, financially or otherwise, any person, firm, association, partnership or corporation, and to guarantee contracts or other obligations.

F. To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make perform and carry out, contracts and arrangements of every kind and character

with any person, firm, association, partnership, corporation, government or any governmental authority, subdivision or agency thereof.

G. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in Chapter 607, *Florida Statutes*, and to have and to exercise all powers conferred by the laws pursuant to which this corporation is formed, as such laws are in effect or may at any time hereafter be amended, and to do any and all things hereinafter set forth to the same extent and as fully as natural persons, firms, associations, partnerships or corporations, and in any part of the world.

The foregoing statement of purposes and powers shall be liberally construed in aid of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of and in addition to, and not in limitation of, said general powers.

ARTICLE III. CAPITAL STOCK. The total number of shares of capital stock which the corporation will begin to practice shall be authorized to issue is one hundred (100) shares. Such shares shall be of a single class of common stock and shall have a par value of one dollar (\$ 1.00).

ARTICLE IV. SHAREHOLDER'S RIGHTS IN DETERMINATION OF CONSIDERATION FOR WHICH SHARES ARE TO BE ISSUED. The shareholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

ARTICLE V. ALIENATION OF SHARES - RESTRICTIONS.

A. No shareholder of this corporation may sell or transfer shares of stock of this corporation except to another individual who is ineligible to be a shareholder of such corporation.

B. No shareholder shall transfer or encumber any share of capital stock of this corporation to any person, firm, or corporation without the consent of the other shareholders unless the shareholder desiring to make the transfer or encumbrance shall first make the offer to sell to or have encumbered by the corporation and remaining shareholders in the manner prescribed in this corporation's by-laws.

C. Upon the death of any shareholder, the surviving shareholder(s) shall have the right to purchase all shares owned by the deceased shareholder immediately prior to the death, at the net asset value thereof; and, this provision shall be binding on all heirs, successors, assigns, executor, administrator, or personal representative of each such shareholder.

ARTICLE VI. CAPITALIZATION. The amount of capital with which the corporation will begin to practice and engage in business transactions shall be not less than the sum of Ten Thousand Dollars (\$ 10,000.00).

ARTICLE VII. COMMENCEMENT OF BUSINESS AND DURATION. The date and time of the commencement of corporate existence shall be upon filing these Articles of Incorporation with the Office of the Secretary of State for the State of Florida. The corporation shall have perpetual existence.

ARTICLE VIII. PRINCIPAL OFFICE. The initial address of the corporation's principal office is:

35 WEST PINE STREET - SUITE 222
ORLANDO, FLORIDA 32801-2656

ARTICLE IX. MANAGEMENT BY BOARD OF DIRECTORS. The corporation shall be governed by Chapter 607, *Florida Statutes*, known and cited as the "Florida General Corporation Act," and other applicable laws of the State of Florida and the United States of America. The business of the corporation shall be managed by a Board of Directors consisting of two director initially. The names and addresses of the persons who shall serve as the members of the initial Board of Directors are:

RUSS RUSSELL
1100 SOUTH DELANEY AVENUE F-100
ORLANDO, FLORIDA 32806-1243

MARGARET M. RUSSELL
1100 SOUTH DELANEY AVENUE F-100
ORLANDO, FLORIDA 32806-1243

ARTICLE X. REGISTERED AGENT. The name and address of the initial registered agent of the corporation as more fully described in the attached CERTIFICATE OF REGISTERED AGENT is:

RUSS RUSSELL
1100 SOUTH DELANEY AVENUE F-100
ORLANDO, FLORIDA 32806-1243

ARTICLE XI. INCORPORATORS AND OFFICERS. The names and addresses of the persons signing these Articles of Incorporation as initial incorporators and officers and subscribers thereto are:

Vice President
Secretary

President
Treasurer

RUSS RUSSELL
1100 SOUTH DELANEY AVENUE F-100
ORLANDO, FLORIDA 32806-1243

MARGARET M. RUSSELL
1100 SOUTH DELANEY AVENUE F-100
ORLANDO, FLORIDA 32806-1243

ARTICLE XII. DIRECTORS - INDEMNIFICATION

A. The corporation shall indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, or administrative or any investigation relating to the same, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed lawful. However, with respect to any action by or in the right of the corporation to produce a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of the circumstances of the case. Any indemnification hereunder shall be made only on

a determination by a majority of the disinterested directors, subjects to the approval of a majority of the stockholders, that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct.

B. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, whether or not adjudication is withheld, shall not, of itself, create a presumption that a party did not meet the applicable standards of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

C. The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any claim, issue, or matter 'herein, against all expenses including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent, met any appropriate standard of conduct.

D. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

E. In addition to the indemnification provided for herein, the corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution of agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

F. If any expenses or other amount are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within fifteen months from the date of such payment and in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status, at the time of such payment, of the litigation or threatened litigation.

ARTICLE XIV. DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was serving as a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against the liability asserted against him and incurred by him in any such capacity, or arising against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of law or these Articles of Incorporation.

ARTICLE XV. DISSOLUTION. The corporation may be dissolved at any time by: (1) unanimous written consent of the shareholders; or, (2) the affirmative vote of the shareholders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporation's property and assets shall, after payment of all just debts of the corporation, be distributed to the shareholders *pro rata*, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, We, the undersigned incorporators and subscribers of this corporation have executed these Articles of Incorporation at Orlando, Orange County, Florida, on this 14th day of JUNE, 1995, A.D.

[Signature]
RUSS RUSSELL
1100 SOUTH DELANEY AVENUE F-100
ORLANDO, FLORIDA 32806-1243

[Signature]
MARGARET M. RUSSELL
1100 SOUTH DELANEY AVENUE F-100
ORLANDO, FLORIDA 32806-1243

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby certify and agree to act in this capacity, and I further certify and agree to comply with the provision of all statutes, ordinances and rules, relative to the proper and complete performance of my lawful duties.

[Signature]
RUSS RUSSELL
1100 SOUTH DELANEY AVENUE F-100
ORLANDO, FLORIDA 32806-1243

95 JUN 19 AM 10:19

**STATE OF FLORIDA
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State of Florida to take acknowledgments, personally appeared RUSS RUSSELL and MARGARET M. RUSSELL, to me personal known or respectively identified by their Florida Driver's Licenses R 240 779 47 2130 and R 240 573 49 8660 to be the individuals described as incorporators and subscribers and who executed the foregoing Articles of Incorporation and Certificate of Registered Agent, as appropriate, and who acknow' dged before me that they subscribed to these Articles of Incorporation and Certificate of Registered Agent, respectively.

WITNESS MY HAND and OFFICIAL SEAL in the County and State aforesaid, this 14th day of June, 1995 A.D.

[Signature]
NOTARY PUBLIC
State of Florida at Large
My Commission expires:

