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((H95000007277))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: PENALTY BOX LOUNGE, INC.  
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TO

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ARTICLES OF INCORPORATION

OF

PENALTY BOX LOUNGE, INC.

Article I - Name

The name of this corporation is: PENALTY BOX LOUNGE, INC.

Article II - Duration

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office

The principal office of this corporation is located at:  
2701 N. Federal Highway, Fort Lauderdale, Florida 33306.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2740 E. Oakland Park Blvd., Suite 100, Ft. Lauderdale, FL 33306; and the name of the initial registered agent of this corporation at that address is JONATHAN S. FRIEDMAN, ESQ.

1

prepared by  
LAW OFFICES  
JONATHAN S. FRIEDMAN, P.A.  
2740 E. OAKLAND PARK BLVD., STE. 100  
FORT LAUDERDALE, FL 33306

(305) 565-6083  
FL. BAR NO. 973297  
JONATHAN S. FRIEDMAN, ESQ.

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ALLIANCE, FL 33306

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Article VIII - Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director is:

YVON R. ROSAIRE PAIEMENT: 2701 N. Federal Highway  
Fort Lauderdale, Florida 33306.

Article IX - Incorporator

The name and address of the person signing these Articles of Incorporation is:

YVON R. ROSAIRE PAIEMENT: 2701 N. Federal Highway  
Fort Lauderdale, Florida 33306

Article X - Indemnification

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

Article XI - Officers

The initial officers of the corporation shall be:

President/Secretary: YVON R. ROSAIRE PAIEMENT:  
2701 N. Federal Highway  
Fort Lauderdale, Florida 33306

Article XII

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or

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JONATHAN S. FRIEDMAN, P.A.  
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ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

#### ARTICLE XIII

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

#### ARTICLE IV

Special meetings of stockholders may be called at any time by the President or holders of ten percent (10%) of all outstanding shares.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of June, 1995.

  
YVON R. ROSAIRE PAIEMENT

Incorporator

prepared by:

LAW OFFICES  
JONATHAN S. FRIEDMAN, P.A.  
2740 E. OAKLAND PARK BLVD., STE. 100  
FORT LAUDERDALE, FL 33306

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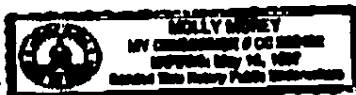
STATE OF FLORIDA )  
:ss  
COUNTY OF BROWARD )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared YVON R. ROBAINE PAYEMENT, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation and who presented the following identification: FL Drivers License.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 29th day of SEPT, 1995.

Molly M. M. M.  
Notary Public

My commission expires:



*prepared by:*

LAW OFFICES  
JONATHAN S. FRIEDMAN, P.A.  
2740 E. OAKLAND PARK BLVD., STE. 100  
FORT LAUDERDALE, FL 33308

**CERTIFICATE DESIGNATING REGISTERED AGENT AND ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Florida Statute Section 607.325, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is PENALTY BOX LOUNGE, INC.
2. The name and address of the registered agent and office is:

Jonathan S. Friedman, Esq.  
2740 E. Oakland Park Blvd. Suite 100  
Ft. Lauderdale, FL 33306

*Jonathan S. Friedman*  
\_\_\_\_\_  
JONATHAN S. FRIEDMAN  
Registered agent

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.

Dated this 28 day of June, 1995.

By: *Jonathan S. Friedman*  
\_\_\_\_\_  
JONATHAN S. FRIEDMAN, ESQ.  
Registered Agent

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