

1201 HAYS STREET

800-342-8006

TALLAHASSEE, FL 32301

(904) 222-9000

(904) 222-0000



**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 642274 *Patricia Pappas* 9460A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 14, 1995

ORDER TIME : 2:24 PM

ORDER NO. : 642274

CUSTOMER NO: 9460A

CUSTOMER: Mary Hollenbeck, Legal Asst  
MICHAEL HALPERN, ESQ

600001539226

209 Duval Street  
Key West, FL 33040

DOMESTIC FILING

NAME: SLOPPY JOE'S STADIUM  
CORPORATION

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

T. BROWN JUL 18 1995

FILED  
95 JUL 17 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SLOPPY JOE'S STADIUM CORPORATION

FILED  
95 JUL 17 AM 9:00  
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:

SLOPPY JOE'S STADIUM CORPORATION

The address of the principal office of this corporation shall be 209 Duval Street, Key West, Florida 33040, 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 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Michael Halpern	209 Duval Street
Dir./Pres./Sec.	Key West, Florida 33040

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company has hereunto set their hand and seal of Corporation Service Company on July 17, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware 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 SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

DAS/acg

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-3393 FAX

800-342-8686



P95000055247

ACCOUNT NO. : 072100000032

REFERENCE : 068856 9460A

AUTHORIZATION : Patricia Pygute

COST LIMIT : \$ 35.00

ORDER DATE : August 28, 1996

ORDER TIME : 2:54 PM

ORDER NO. : 068856

CUSTOMER NO: 9460A

900001935289

CUSTOMER: Michael Halpren, Esq  
Michael Halpern, Esq

209 Duval Street  
Key West, FL 33040

CHANGE OF AGENT

NAME: SLOPPY JOE'S STADIUM  
CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

FILED  
96 AUG 28 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
96 AUG 28 PM 4:08  
DIVISION OF CORPORATION

9/30  
Jon  
Change



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 29, 1996

CSC NETWORKS  
DEBORAH  
TALLAHASSEE, FL

SUBJECT: SLOPPY JOE'S STADIUM CORPORATION  
Ref. Number: P95000055247

RECEIVED  
96 AUG 29 PM 2:32

PLEASE SUBMIT  
Please give original  
submission date as file date.

We have received your document for SLOPPY JOE'S STADIUM CORPORATION and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 596A00040865

Charter No. \_\_\_\_\_

Date Filed \_\_\_\_\_

**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: Sloppy Joe's Stadium Corporation

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

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, Florida 32301

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66 AUG 28 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

Michael Halpern, P.A.

209 Duval Street

Key West, FL 33040

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.

Michael Halpern, Pres.  
(Typed or printed name and title)

Signature \_\_\_\_\_

(President or Vice President)

Date Aug. 26, 1996

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: Michael Halpern, P.A.

Signature \_\_\_\_\_

(Agent)

Date August 26, 1996



CIS 100

FILING FEE (\$35)