

TRANSMITTAL LETTER

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RECEIVED
JUL 17 AM 8:51
STATE
SECRETARY
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
PELICAN PORT ENTERPRISES, INC.

ARTICLE I

NAME: The name of the corporation shall be PELICAN PORT ENTERPRISES, INC.

ARTICLE II

PRINCIPAL (REGISTERED) OFFICE: The principal (registered) office of this corporation is to be located at:
3225 SW PORT ST. LUCIE BLVD.
in the City of PORT ST. LUCIE, County of ST. LUCIE,
State of FLORIDA 34953, and may transact its business and maintain offices for
such purposes at such other places either within or without this State.

ARTICLE III

PURPOSE: The purpose for which this corporation is organized is the transaction of any and all lawful business for
which a corporation may be incorporated under the laws of FLORIDA,
as they may be amended from time to time.

ARTICLE IV

INITIAL BUSINESS: The corporation initially intends to engage in the business of
OPERATING A LOUNGE AND RESTAURANT BUSINESS AND TO DO ALL AND
EVERYTHING NECESSARY, SUITABLE OR PROPER FOR THE ACCOMPLISHMENT
OF ANY OF THE SAID PURPOSES OR THE ATTAINMENT OF ANY OF THE
OBJECTS OR POWERS HEREIN SET FORTH

ARTICLE V

BOARD OF DIRECTORS AND INCORPORATORS: The initial Board of Directors shall consist of the Directors
who are the incorporators. The names and post office addresses of the incorporators and the persons who are to
serve as directors until the first annual meeting of the Stockholders, or until their successors are elected and
qualified, are:

<u>RICHARD P. GLASS</u> (Name)	<u>1325 NW 21st TERRACE</u> (Address)
	<u>DELRAY BEACH, FL 33445</u> (City/State/Zip Code)
<u>EDWARD J. BALINT</u> (Name)	<u>1325 NW 21st TERRACE</u> (Address)
	<u>DELRAY BEACH, FL 33445</u> (City/State/Zip Code)

(Name)

(Address)

(City/State/Zip Code)

(Name)

(Address)

(City/State/Zip Code)

ARTICLE VI

NUMBER OF DIRECTORS The number of persons to serve on the Board of Directors shall be fixed by the Bylaws, but in no case shall the number be less than two or more than ten. The Directors need not be Stockholders of the Corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting to be held on the tenth day of AUGUST each year, or such other day as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution or resolutions or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated on the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

ARTICLE VII

PRIVATE PROPERTY: The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever, as provided under State Laws.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS AND DIRECTORS: The corporation shall indemnify every Director and Officer, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such officer or director, and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation, and so provided under State Laws.

ARTICLE IX

CAPITAL STOCK (Indicate below, the number, kind and par value of the Capital Stock)

☒ The corporation shall have the authority to issue ONE THOUSAND (1,000) Shares of Common Stock, each share to have No Par Value. The shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors, and may be designated as voting or non-voting at the time of issuance.

[] The corporation shall have the authority to issue

Shares of Common Stock, each share to have a Par Value of \$. The shares may be issued upon such terms as the Board of Directors may from time to time authorize including the designation as to whether such shares shall be voting or non-voting.

[] The corporation shall have the authority to issue two classes of stock. The classification and par value of each share of stock shall be as follows:

Shares of Common Stock with Par Value, designated as Class A Common Stock,
and Shares of Preferred Stock with
a Par Value of \$ each share, designated as Class B Preferred Stock.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

ARTICLE X

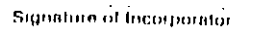
STATUTORY (RESIDENT) (REGISTERED) AGENT The name and post office address of the initial Statutory (Resident) (Registered) Agent for the corporation who agrees to accept service of process on behalf of the corporate entity is RICHARD P. GLASS 3225 SW PORT ST. LUCIE BLVD
PORT ST. LUCIE, FL 34953

ARTICLE XI

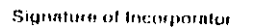
FISCAL YEAR: The fiscal year of the corporation shall be from JANUARY 1 to
DECEMBER 31 of each year.

IN WITNESS WHEREOF, we have set our hands this 12th day of JULY, 1995.


Signature of Incorporator


Signature of Incorporator


Signature of Incorporator


Signature of Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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: PELICAN PORT ENTERPRISES, INC.

2. The name and address of the registered agent and office is:

RICHARD P. GLASS
(NAME)

3225 SW PORT ST LUCIE BLVD
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PORT ST. LUCIE, FL. 34952
(CITY/STATE/ZIP)

FILED
95 JUL 17 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]
(SIGNATURE)

[Date]
(DATE)

P95000055675

December 19, 1995

To: Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

From: Pelican Port Enterprises, Inc.
3225A SW Port St. Lucie Blvd.
Port St. Lucie, FL 34953
Federal Employee Identification No. 65-0595532
Phone No. 1-407-336-8201

Subject: Corporate Name Change Notification

700000156883
-12/22/95--01060--007
*****43.75 *****43.75

Dear Sirs,

Per the instructions we received from Ms. Anette Hogan after our call to your information number we are notifying you of our name change.

The articles of incorporation for Pelican Port Enterprises, Inc. were filed on July 17, 1995 and assigned document number P95000055675. This is to notify you that we are changing our Corporate name to that which is listed below. This is a simple name change only and affects no other aspects of our corporation or the business we are conducting.

Name Change To: City Limits Enterprises, Inc.

(see attached form submitted to State)

I have enclosed a check for the amount of \$43.75 to cover the filing fee and a certificate of status.

Please update your records accordingly and confirm that this name change has been registered. Thank you for your assistance with this matter.

Sincerely,

Edward J. Balint
Edward J. Balint
President

RECEIVED
TALLAHASSEE, FL
DEC 22 AM 8:50
FBI

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PELICAN PORT ENTERPRISES, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)

ARTICLE NO 1 -

THE NAME OF THE CORPORATION IS AMENDED TO READ:

CITY LIMITS ENTERPRISES, INC.

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:

NOT APPLICABLE

THIRD: The date of each amendment's adoption DECEMBER 8, 1995

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 day 19TH of DECEMBER, 19 95.

Signature Edward J. Balint
(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)

EDWARD J. BALINT
Typed or printed name

PRESIDENT / CHAIRMAN
Title