

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



network
PREMIER LEGAL & SOCIAL SERVICE

PR600001399

ACCOUNT NO. : 072100000032

REFERENCE : 792413 83549A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 4, 1996

ORDER TIME : 12:30 PM

ORDER NO. : 792413

CUSTOMER NO: 83549A

CUSTOMER: Glenn L. Nye, Esq
GLENN L. NYE, ESQ

218 D East New York Avenue
Deland, FL 32724

DOMESTIC FILING

NAME: NIGHT CLUB AMERICA, INC.

X ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gretchen Eckard

EXAMINER'S INITIALS: _____

200001679292
-01704796--01104-019
****122.50 ****122.50

RECEIVED
96 JAN-4 PM 3:20
DIVISION OF CORPORATION

FILED
96 JAN-4 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN JAN - 5 1996

GLENN L. NYE

ATTORNEY AT LAW

218-D EAST NEW YORK AVENUE
DELAND, FLORIDA 32724
(904) 734-8081
FAX (904) 822-4669

December 29, 1995

Corporate Information Services, Inc.
1201 Hays Street
Tallahassee, FL 32301

Re: NIGHT CLUB AMERICA, INC.
Glenn L. Nye, Esq.
Acct. #83549A

Dear Sir/Madam:

Enclosed for walk-through filing and return by regular mail to the undersigned please find two (2) original executed copies of the Articles of Incorporation of NIGHT CLUB AMERICA, INC., along with my check made payable to the Secretary of State in the amount of \$122.50 as follows:

Filing fee	\$ 35.00
Designation of Reg. Agent	35.00
Cert. Copy of Articles	<u>52.50</u>

TOTAL \$ 122.50

Please file the enclosed Articles by walk-through, after January 1, 1996 and return the certificate and certified Articles by regular U.S. mail delivery to the undersigned at the above referenced address. My account number is 83549A.

If you have any questions, please let me know.

Very Truly Yours,


Glenn L. Nye

GLN/clp

Enclosures

ARTICLES OF INCORPORATION
OF
NIGHT CLUB AMERICA, INC.

FILED
96 JAN -4 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is NIGHT CLUB AMERICA, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of filing of Articles of Incorporation by the Department of State.

ARTICLE III. GENERAL PURPOSE

This corporation is organized for the purpose of providing commercial and private entertainment services and for the purpose of transacting or engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or 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 which price, in the case of par value shares, may be in excess of par.

ARTICLE VI. INITIAL BUSINESS OFFICE

The street address of the initial business office of this corporation is:

1133 Stoneybrook Lane
Westlake Village, CA 91361

ARTICLE VII. REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation and the name of the initial registered agent of this corporation at this address is:

Glenn L. Nye
218-D. East New York Avenue
DeLand, FL 32724

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws. The names and street addresses of the members of the initial board of directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES NOVORR	113 Stoneybrook Lane Westlake, Village, CA 91361
JOHN OWEN	1892 Joyner Drive Deltona, FL 32725

ARTICLE IX. SUBSCRIBERS

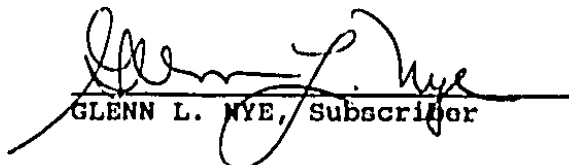
The name and street address of the subscribers to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
GLENN L. NYE	218-D East New York Avenue DeLand, FL 32724

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 has
executed those Articles of Incorporation this ____ day of December,
1995.



GLENN L. NYE, Subscriber

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public
duly authorized in the state and county named above to take
acknowledgements, personally appeared Glenn L. Nye, to me known to
be the person described as subscriber in and who executed the
foregoing Articles of Incorporation and acknowledged before me that
he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State
named above this 29th day of December, 1995.



Notary Public, State of Florida



Typed Name of Notary

Commission No. _____

My Commission Expires: _____

Personally Known ☒ OR Produced Identification _____

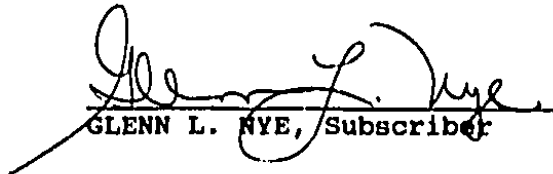
Type of Identification Produced _____



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned subscriber of NIGHT CLUB AMERICA, INC., hereby designates the following individual as registered agent for this corporation:

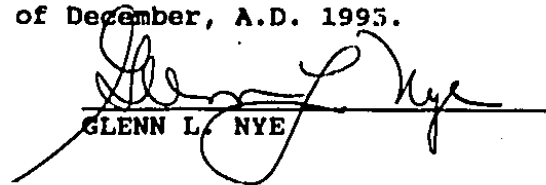
GLENN L. NYE


GLENN L. NYE, Subscriber

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of NIGHT CLUB AMERICA, INC.

DATED this 29th day of December, A.D. 1995.


GLENN L. NYE

FILED
96 JAN -4 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

996 000001399

1201 H
TALLAHASSEE FL 32301
904-222-0303 FAX



FILED
96 FEB 12 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 042740 03549A
AUTHORIZATION :
COST LIMIT : \$

ORDER DATE : February 9, 1996

ORDER TIME : 5:40 PM

ORDER NO. : 042740

CUSTOMER NO: 03549A

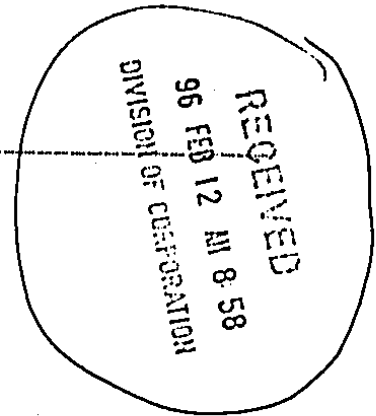
CUSTOMER: Glenn L. Nye, Esq
Glenn L. Nye, Esq

210 D East New York Avenue
Deland, FL 32724

900001712129
-02/12/96--01009--020
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: NIGHT CLUB AMERICA, INC.



X _____ ARTICLES OF AMENDMENT
_____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

X _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

N. HENDRICKS FEB 13 1996

CONTACT PERSON: GLS

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

February 12, 1996

RECEIVED
96 FEB 13 AM 8:36
DIVISION OF CORPORATION

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: NIGHT CLUB AMERICA, INC.
Ref. Number: P96000001399

use date received the 12th (1st time)

We have received your document for NIGHT CLUB AMERICA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation. *Also for principal address.*

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 696A00006051

resubmit

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
OF
NIGHT CLUB AMERICA, INC.

FILED
96 FEB 12 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is NIGHT CLUB AMERICA, INC.

SECOND: The following amendments of the Articles of Incorporation were adopted and approved by the shareholders of the corporation entitled to vote on such matters, by unanimous vote sufficient for such approval on February 6, 1996.

ARTICLE IV CAPITAL STOCK

The maximum number of share of all classes of stock that this corporation is authorized to have outstanding at any one time is 7500 shares, consisting of 3000 share of class A voting Common Stock at a par value of \$1.00 per share (Class A Common Stock) and 4,500 share of Class B Non-voting Common Stock at a par value of \$1.00 per share (Class B Common Stock).

ARTICLE VI INITIAL BUSINESS OFFICE

The street address of the ~~initial~~ business office of this corporation is:

2370 Westwood Blvd., Ste. D
Los Angeles, CA 90064

ARTICLE VIII. INITIAL BOARD OF MEMBERS

This corporation shall have three (3) directors ~~initially~~. The number of directors may be either increased or decreased from time to time by the bylaws. The names and street addresses of the members of the ~~initial~~ board of directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successors are elected or appointed and have qualified are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
JAMES NOVORR	1133 Stoneybrook Lane Westlake Village, CA 91361
JOHN OWENS, JR.	1892 Joyner Drive Deltona, FL 32725

WILLIAM KOHM

2370 Westwood Blvd., Ste. D
Los Angeles, CA 90064

IN WITNESS WHEREOF, NIGHT CLUB AMERICA, INC., under its corporate seal affixed hereto and by the hand of its undersigned President and Secretary, has executed these Articles of Amendment this 6th day of February, 1996.

NIGHT CLUB AMERICA, INC.

by:


JAMES NOVORR, President

attest:


WILLIAM KOHM, Secretary