

8

10:54 AM

PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATION  
DEPARTMENT OF STATE 192 W. WASHINGTON ST.  
STATE OF FLORIDA SUITE 200  
TALLAHASSEE, FL 32301 MIAMI, FL 33135  
FAX: (904) 224-3230 CONTACT: JAY STORMONT  
PHONE: (305) 541-3884  
FAX: (305) 541-8770  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CABANA JOE II, INC.  
FAX AUDIT NUMBER: H96000003997  
DATE REQUESTED: 03/20/1998  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 5  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 10:54:05  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000003997))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND <CR>:  
Help F1 Option Menu F2

NUM CAPS Connect: 00:06:1

FILED  
96 MAR 20 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/20

56 MAR 20 PM 1:25

FILED  
MAR 20 PM 3:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CABANA JOE II, INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Cabana Joe II, Inc.

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one hundred shares of stock at \$5.00 par value which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is 1200 Ocean Drive, Suite B, Miami Beach, Florida 33139.

ARTICLE VI

The name and address of the corporation's Registered Agent is SAMUEL SPENCER BLUM, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.

SAMUEL SPENCER BLUM, ESQ.  
Florida Bar No. 273430  
2666 TIGERTAIL AVE. #106  
COCONUT GROVE, FL 33133 Samuel Spencer Blum  
(305) 854-1885  
ATTORNEY AT LAW

H 960000 03997

H 960000 03997

H 960000 03997

#### **ARTICLE VII**

The corporation shall have two directors initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial directors of this corporation are:

Anita Levine Glas  
84 NE 151 Street  
North Miami Beach, Florida 33162

Alan Schneider  
3072 Indiana Street  
Coconut Grove, Florida 33133

#### **ARTICLE VIII**

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

#### **ARTICLE IX**

The names and addresses of the incorporators are:

Anita Levine Glas  
84 NE 151 Street  
North Miami Beach, Florida 33162

Alan Schneider  
3072 Indiana Street  
Coconut Grove, Florida 33133

#### **ARTICLE X**

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

#### **ARTICLE XI**

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

#### **ARTICLE XII**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

- Page 2 -

**Samuel Spencer Blum**

ATTORNEY AT LAW

2006 TIGERTAIL AVENUE, SUITE 106, COCONUT GROVE, FLORIDA 33133 TELEPHONE: (305) 854-4985 TELEFAX: (305) 854-3314

H 960000 03997

H 960000 03997

**ARTICLE XXI**

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

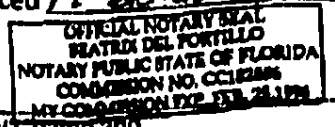
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 20th day of March, 1996.

Anita Levine Cias  
Anita Levine Cias, Incorporator

Alan Schneider  
Alan Schneider, Incorporator

STATE OF FLORIDA )  
COUNTY OF DADE ) SS.

The foregoing instrument was acknowledged before me this 20th day of March, 1996, by Anita Levine Cias and Alan Schneider, personally known to me or who have produced FL Driver's License Identification.



Print Notary's name and commission number

Patricia Del Portillo  
Notary Public  
State of Florida at Large

H 960000 03997

TOTAL P.25

**CERTIFICATE ORIGINATING PLACE OF BUSINESS OF  
BOARDS FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

First, that **Cabana Joe B, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami Beach, State of Florida, has named **SAMUEL SPENCER BLUM**, located at Suite 108, 2660 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.

  
Anita Levine Clas, Incorporator

  
Alan Schnelder, Incorporator

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.

  
SAMUEL SPENCER BLUM

SSB/bps  
March 20, 1996  
g:\work\corporate\blum\1996

FILED  
96 MAR 20 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- Page 4 -

**Samuel Spencer Blum**  
ATTORNEY AT LAW

P.25

MAR-20-1996 11:34

H 96000003997

26600003997 H