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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE DREAMER LOUNGE, INC.

FAX AUDIT NUMBER: H90000004013

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/01/1999

TIME REQUESTED: 10:30:08

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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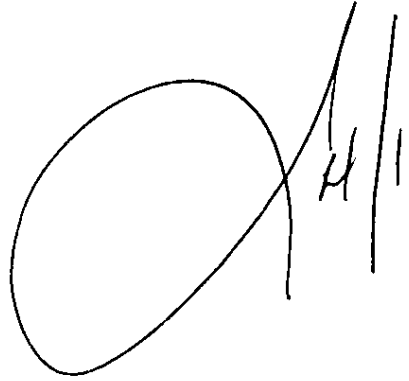
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCUMINATION
OF
THE DREAMERS' LOUNGE, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is THE DREAMERS' LOUNGE, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is at 8015 N.W. 16th Avenue, Miami, Florida 33147.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Fifteen Thousand (15,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or

Stanley B. Lewis
Tools For Change
6255 NW 7th Avenue
Miami, Florida 33150
FL. BAR # 0797022
(305) 751-0021

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SOUTHERN DISTRICT OF FLORIDA

benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 8015 N.W. 16th Avenue, Miami, Florida 33147 and RICHARD JACKSON is the registered agent at that office.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have nine (9) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the ByLaws.

The initial Board of Directors of the Corporation shall be comprised of:

RICHARD JACKSON
8015 N.W. 16th Avenue
Miami, FL 33147

JAMES THOMAS
18610 N.W. 48 Place
Opa Locka, FL 33055

WILLIAM JACKSON
17600 N.W. 4th Avenue
Opa Locka, FL 33055

JAMES DERICO
1240 N.W. 177 Terrace
Miami, FL 33169

JAMES ROOSEVELT
19230 N.W. 39 Court
Opa Locka, FL 33055

TOMMY MORGAN
6120 N.W. 31st Avenue
Miami, FL 33147

MARK ELLINGTON
901 N.W. 153rd Street
Miami, FL 33169

EARLEY MITCHELL
3280 N.W. 53rd Street
Miami, FL 33147

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HENRY MURPHY
3028 N.W. 98th Street
Miami, FL 33147

ARTICLE IX - AMENDMENTS


These Articles of Incorporation may be amended by the shareholders or board of directors, in the manner now or hereinafter prescribed by statute or set forth in the Corporation's Bylaws, so long as same does not conflict with the Florida Statutes.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

RICHARD JACKSON
8015 N.W. 16th Avenue
Miami, Florida 33147

IN WITNESS WHEREOF, I, RICHARD JACKSON, the undersigned incorporator, have signed these Articles of Incorporation on this 21st day of March, 1996 and acknowledged the same to be my act.


RICHARD JACKSON

STATE OF FLORIDA }
COUNTY OF DADE }

The foregoing instrument was sworn to before me this 21st day of March, 1996 by RICHARD JACKSON, who personally appeared before me at the time of notarisation, and who is personally known by me or who has provided Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE

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STANLEY B. LEWIS
My Commission 00007707
Expires Dec. 18, 1998
Bonded by HAI
800-425-1888

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1000 P. 11

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHICH PROCESS MAY BE SERVED**

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Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That THE DREAMERS LOUNGE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named RICHARD JACKSON located at 8015 N.W. 16th Avenue in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

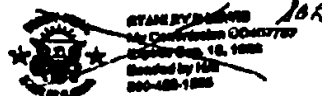
-Acceptance of Agent-

ACKNOWLEDGEMENT:

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.

BY: Richard Jackson
RICHARD JACKSON

DATE: March 29, 1996



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