

# P96000034200

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

No 52504

RE:

*P.T. Lounge Inc.*

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

EFFECTIVE DATE  
*7-10-96*

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

*Back dated to 4/16*  
*returnal ck submitted to City*  
*used ck (validation)*  
*submitted reg. mail*  
*to file these articles*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	<i>4/19</i>		
ME	<i>9:30</i>		
	<i>22</i>		CK No. _____

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/W		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Filitious Nair		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		
SUBTOTALS		

95 APR 15 AM 10:12

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

*5/4/19*

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

THANK YOU  
 from  
 Your Capital Connection

EFFECTIVE DATE

4-10-76

ARTICLES OF INCORPORATION  
OF  
P.T. LOUNGE, INC.

ARTICLE I

NAME

The name of this corporation is P.T. LOUNGE, INC.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III

PURPOSES

The nature of the corporation and objects or purposes to be transacted, promoted or carried on by it are:

a) To erect, construct, establish, purchase, lease, and otherwise acquire and to hold, use, equip, outfit, supply, service, maintain, operate, sell and otherwise dispose of, restaurants, taverns, cocktail lounges, concessions, and other eating and drinking places and establishments of every kind and description, and newstands, cigar, cigarette, and tobacco stands and stores, and in general to conduct the business of restaurateurs, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, sue, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

b) To transact any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Seven Hundred Fifty (750) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

REGISTERED AGENT

The address of this corporation shall be 1605 First Street, South, Winter Haven, Florida 33880, and the Registered Agent at that address shall be JERRY D. CANNON.

RECEIVED  
OFFICE OF THE  
CLERK OF THE  
COURT  
JAN 16 AM 10:12

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

#### NAME

Jerry D. Cannon

#### ADDRESS

1103 Cypress Gardens Blvd. #37  
Winter Haven, Florida 33884

## ARTICLE VII

### INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:  
Jerry D. Cannon, 1103 Cypress Gardens Boulevard, No. 37, Winter Haven, Florida 33884.

## ARTICLE VIII

### INDEMNIFICATION

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

## ARTICLE IX

### BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal By-Laws or adopt new By-Laws shall be vested in the Board of Directors, subject to repeal or change by action of the Shareholders.

## ARTICLE X

### INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting.

## ARTICLE XI

### PREEMPTIVE RIGHTS

Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible under shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized) including shares from the treasury of this corporation, in the ratio that the number of shares that such holder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms, and conditions of the issue or shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

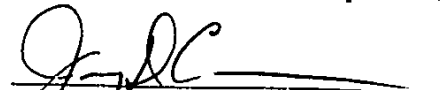
## ARTICLE XII

### AMENDMENT

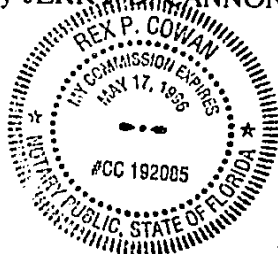
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

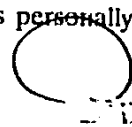
IN WITNESS WHEREOF, the undersigned execute these Articles of Incorporation.

STATE OF FLORIDA  
COUNTY OF POLK

  
(Jerry D. Cannon, Incorporator)

The foregoing Articles of Incorporation were acknowledged before me this <sup>10<sup>th</sup></sup> ~~4th~~ day of April, 1996 by JERRY D. CANNON, who is personally known by me.



  
NOTARY PUBLIC  
My Commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

55 APR 16 PM 10:12  
CLERK OF DISTRICT COURT  
JERRY D. CANNON

In Compliance with Section 48.091, Florida Statutes, the following is submitted:

That P.T. LOUNGE, INC., desiring to organize or qualify under the Laws of the State of Florida, with his principal place of business in the City of Winter Haven, State of Florida, has named **JERRY D. CANNON**, located at 1605 First Street, South, Winter Haven, Florida 33880, as its Agent to accept service of process within Florida.

DATED this 10<sup>th</sup> day of April, 1996.

P.T. LOUNGE, INC.

By:   
(Jerry D. Cannon, President)

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.

DATED this 10<sup>th</sup> day of April, 1996.

  
(Jerry D. Cannon, Reg. Agent)