

P96 0000 51737

**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

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

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

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

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

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

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

RE: Metropolis Corp of \_\_\_\_\_ No. 52602

Capital Express**		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File	410101-1-1354964	
Dissolution/Withdrawal	-06/18/96--01024--016	
C U B.	****122.50 ****122.50	
Fictitious Name File		
Name Reservation		
Annual Report/Statement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prop.		
FAX ( ) pgs.		
<b>SUBTOTALS</b>		

FILED  
 DISBURSED  
 JUN 18 AM 10:50  
 TALLAHASSEE, FLORIDA

F. CHESLER JUN 18 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/18		
TIME	9:30		CK No. _____
BY	[Signature]		

WALK-IN Will Pick Up \_\_\_\_\_

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

FILED  
 DISBURSED  
 JUN 18 AM 9:45  
 TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION  
OF  
METROPOLIS LOUNGE, INC.

FILED  
95 JUN 13 AM 10:50  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is **METROPOLIS LOUNGE, INC.**

ARTICLE II: PRINCIPAL OFFICE ADDRESS

The principal office of the corporation shall be located at 3447 West Kennedy Boulevard, Tampa, FL 33609, and the mailing address of the corporation shall be c/o Joseph L. Diaz, Esquire, 2522 W. Kennedy Boulevard, Tampa, FL 33609.

ARTICLE III: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be incorporated

under the Florida General Corporations Act.

#### ARTICLE V: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is seven thousand (7,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

#### ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered agent is 2522 West Kennedy Boulevard, Tampa, Florida 33609, and the name of the initial registered agent at such address is Joseph L. Diaz. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

#### ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) Director, whose name and post office address is as follows:

**TONI F. O'STEEN**  
3447 West Kennedy Boulevard  
Tampa, FL 33609

who shall hold office until the first annual meeting of the shareholders, and until his successor shall have been elected and qualified or until his earlier resignation, removal from office or death.

The number of Directors may be increased or decreased from time to time by Amendment of

the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director.  
The number of Directors shall never be less than one (1).

#### ARTICLE VIII: INCORPORATOR

The name and post office address of the person filing these Articles of Incorporation as  
Incorporator is as follows:

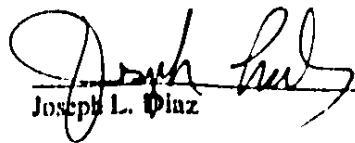
Joseph L. Diaz  
2522 West Kennedy Blvd.  
Tampa, Florida 33609

#### ARTICLE IX: AMENDMENTS

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 a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

IN WITNESS WHEREOF, the incorporator above named has set his hand and seal this 14<sup>th</sup>  
day of June, 1996, for the purpose of forming this corporation under the laws of the State of Florida,  
and I make, subscribe, acknowledge and file these Articles of Incorporation, and certify that the facts

herein stated are true.


  
\_\_\_\_\_  
Joseph L. Diaz

STATE OF FLORIDA

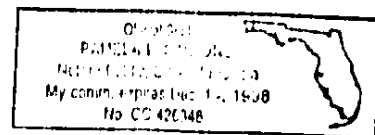
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me personally appeared Joseph L. Diaz, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 14<sup>th</sup> day of June, 1996.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:



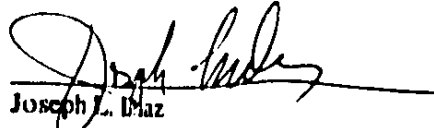
### RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**METROPOLIS LOUNGE, INC.**, desiring to organize under the laws of the State of Florida with its principal office located at 3447 W. Kennedy Boulevard, Tampa, FL 33609, has named Joseph L. Diaz, located at 2522 West Kennedy Blvd., Tampa, Florida 33609, as its agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Joseph L. Diaz

FILED  
95 JUN 18 AM 10:50  
TALLAHASSEE, FLORIDA