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Member of the
New York
New Jersey, and
Florida Bars

August 12, 1996

**FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32314**

FILED
96 AUG 19 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****122.50

RE: INCORPORATION OF: RED PARROT SPORTS BAR, INC.

DEAR SIRs:

ENCLOSED PLEASE FIND FOR FILING WITH YOUR OFFICE THE FOLLOWING:

- 1. ARTICLES OF INCORPORATION;**
- 2. CERTIFICATE DESIGNATING PLACE OF BUSINESS AND DESIGNATION OF RESIDENT AGENT, WITH ACCEPTANCE OF RESIDENT AGENT.**

KINDLY PROVIDE ME A CERTIFIED COPY OF THE CERTIFICATE OF INCORPORATION, WITH CERTIFIED COPIES OF THE ARTICLES, FOR WHICH A CHECK IN THE AMOUNT OF \$122.50 IS ENCLOSED.

THANK YOU FOR THE ANTICIPATED COOPERATION.

Very truly yours,

JOHN F. PHILLIPS

JFP:mc

m **AUG 20 1996**

**ARTICLES OF INCORPORATION
OF
RED PARROT SPORTS BAR, INC.**

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The undersigned, acting as incorporator(s) of a corporation under the the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **RED PARROT SPORTS BAR, INC..**

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in the business of a restaurant/bar/tavern and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these articles of incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH: AUTHORIZED SHARES.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1000 share of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 1000 shares of the Cpaital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Cpaital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the business office is 151 South Cypress Road, Pompano Beach, Florida 33060-7014 and the name of the initial registered agent and the registered agent's address is: JOHN PHILLIPS, ESQ., 1501 N.E. 4TH AVENUE, FT. LAUDERDALE, FLORIDA 33305.

SIXTH: The initial board of directors shall consist of TWO (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Name	Number & Street	City	State	Zip Code
<u>WILLIAM PFARR 3232 N.E. 16TH STREET POMPANO BEACH, FLORIDA 33062</u>				
<u>CAROL PFARR 3232 N.E. 16TH STREET POMPANO BEACH, FLORIDA 33062</u>				

EIGHTH: The name(s) and address(es) of the initial incorporator(s) is (are) as follows:

Name	Number & Street	City	State	Zip Code
<u>WILLIAM PFARR 3232 N.E. 16TH STREET POMPANO BEACH, FLORIDA 33062</u>				
<u>CAROL PFARR 3232 N.E. 16TH STREET POMPANO BEACH, FLORIDA 33062</u>				

NINTH: An affirmative vote of all of the shares of the corporation shall be required for any shareholder action.


TENTH: The shareholders shall have the power to adopt, amend, alter, charge or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a unanimous vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock currently authorized (authorized and issued).

TWELFTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be


given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his votes at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these articles of incorporation at POMPANO BEACH, FLORIDA, on the 12TH day of AUGUST, 1996.

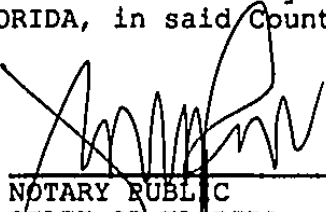

WILLIAM PFARR
3232 N.E. 16TH STREET
POMPANO BEACH, FLORIDA 33062



STATE OF FLORIDA
COUNTY OF BROWARD

Before me, the undersigned authority, personally appeared WILLIAM PFARR  who are to me well known to be the persons described in and who subscribed the above articles of incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at POMPANO BEACH, FLORIDA, in said County and State this 12TH day of AUGUST, 1996.


NOTARY PUBLIC
STATE OF FLORIDA



JOHN FRANCIS PHILLIPS
MY COMMISSION # CC489223 EXPIRES
JUNE 19, 1999
BONDED THRU TROY FARM INSURANCE, INC.

My Commission Expires:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

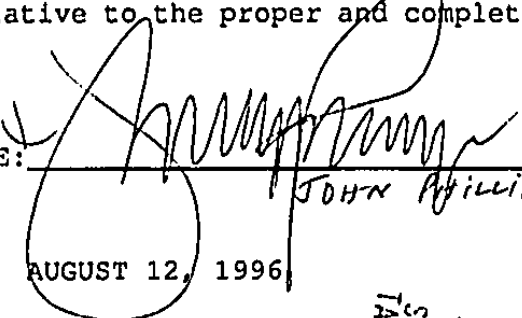
FIRST: That RED PARROT SPORTS BAR, INC., desiring to organize
or qualify under the laws of the State of Florida, with its
principal place of business at the city of : POMPAÑO BEACH,
FLORIDA, State of Florida. has named:

JOHN F. PHILLIPS, ESQ. 1501 N.E. 4th Avenue, Ft. Lauderdale, Fla.
33305 state of Florida as its agent to accept service of
process within the State of Florida.

SIGNATURE: 
TITLE: WILLIAM PFARR, ITS PRESIDENT

DATE: AUGUST 12, 1996

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.

SIGNATURE: 
JOHN PHILLIPS

DATE: AUGUST 12, 1996

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TALLAHASSEE, FLORIDA