

P960000 71076

# 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: NY - Vac. Time

|   | C.C. FEE. | DISBURSED |
|---|-----------|-----------|
| <input checked="" type="checkbox"/> Capital Express™  |           |           |
| <input checked="" type="checkbox"/> Art. of Inc. Fila |           |           |
| <input type="checkbox"/> Corp. Record Search          |           |           |
| <input type="checkbox"/> Ltd. Partnership Fila        |           |           |
| <input type="checkbox"/> Foreign Corp. Fila           |           |           |
| <input checked="" type="checkbox"/> ( ) Cert. Copy(s) |           |           |
| <input type="checkbox"/> Art. of Amend. Fila          |           |           |
| <input type="checkbox"/> Dissolution/Withdrawal       |           |           |
| <input type="checkbox"/> C U S.                       |           |           |
| <input type="checkbox"/> Fictitious Name Fila         |           |           |
| <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 Fila              |           |           |
| <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.                 |           |           |
| <b>SUBTOTALS</b>                                      |           |           |

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 -08/27/96--01024--023  
 \*\*\*\*122.50 \*\*\*\*122.50

|                                |  |
|--------------------------------|--|
| FEE.....                       |  |
| DISBURSED.....                 |  |
| SURCHARGE.....                 |  |
| TAX on corporate supplies..... |  |
| SUBTOTAL.....                  |  |
| PREPAID.....                   |  |
| BALANCE DUE.....               |  |

RECEIVED  
 96 AUG 27 AM 9 28  
 DIVISION OF REVENUE

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

..... AUG 27 1996  
 REQUEST TAKEN CONFIRMED APPROVED  
 DATE \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY \_\_\_\_\_

WALK-IN  
 Will Pick Up 8/29/96

**ARTICLES OF INCORPORATION  
OF  
M-VAC, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation shall be **M-VAC, INC.**

**ARTICLE II**

This corporation is to have perpetual existence. The date of commencement of corporate existence shall be the date of filing.

**ARTICLE III**

This corporation is organized for the following purposes: To engage in every aspect and phase of lounge, bar, sale of alcoholic beverages and entertainment; to purchase or otherwise acquire, and to loan, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description in any manner whatsoever connected with, or associated with, the maintenance, care and operation of a lounge, bar, sale of alcoholic beverages and entertainment, and the purchase, sale, maintenance, and care of equipment, inventory, and supplies pertaining to the operation of a lounge, bar, sale of alcoholic beverages and entertainment, and to advertise and make known the services and benefits provided, and do all and everything necessary and proper for the accomplishment of any of the purposes set forth in these Articles Of Incorporation; to engage in every aspect and phase of transacting any or all lawful business, and to exercise all lawful powers necessary to effect its purposes as set forth herein.

**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 7,500 shares. All such shares shall be of a single class, designated as common.

#### **ARTICLE V**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

#### **ARTICLE VI**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### **ARTICLE VII**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose names and addresses are as follows:

**MANUEL J. HARRIS, SR.**  
619 Reddick Street  
Eustis, FL 32726

**VALERIA HARRIS**  
619 Reddick Street  
Eustis, FL 32726

#### **ARTICLE VIII**

The initial registered agent of the corporation is **JOHN D. WEATHERFORD**. The street address of the corporation's initial registered office is **910 S. Bay Street, Eustis, Florida 32726**.

ARTICLE IX

The principal place of business and mailing address of this corporation shall be: 619 Reddick Street, Eustis, FL 34788.

ARTICLE X

The name and address of the incorporators to these Articles of Incorporation are MANUEL J. HARRIS, SR. and VALERIA HARRIS, 619 Reddick Street, Eustis, FL 34788.

The undersigned incorporator has executed these Articles of Incorporation this 26 day of August, 1996.

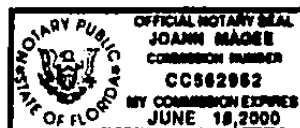
Manuel J. Harris Sr.  
MANUEL J. HARRIS, SR., Incorporator

Valeria Harris  
VALERIA HARRIS, Incorporator

STATE OF FLORIDA  
COUNTY OF LAKE

THE FOREGOING INSTRUMENT was acknowledged before me this 26 day of August, 1996 by MANUEL J. HARRIS, SR. and VALERIA HARRIS, husband and wife, who [ ] are personally known to me OR ☒ provided FLORIDA DRIVERS LICENSE as identification.

Joann Magee  
Notary Public



ACCEPTANCE OF INITIAL REGISTERED AGENT

M-VAC, INC.

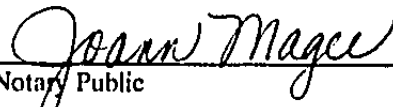
I HEREBY ACCEPT the position as initial registered agent of this corporation at 910 S. Bay Street, Eustis, Florida 32726, its initial registered office, and I do agree to comply with all the responsibilities of a registered agent as set forth in accordance with the laws of the State of Florida.

DATED as to the initial registered agent on the 26 day of August, 1996.

  
JOHN D. WEATHERFORD  
Initial Registered Agent

STATE OF FLORIDA  
COUNTY OF LAKE

THE FOREGOING INSTRUMENT was acknowledged before me this 26 day of August, 1996 by JOHN D. WEATHERFORD, who ☒ is personally known to me OR ☐ provided \_\_\_\_\_ as identification.

  
Notary Public

