

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

400001979024--1
-10/17/96--01079--004
*****70.00 *****70.00

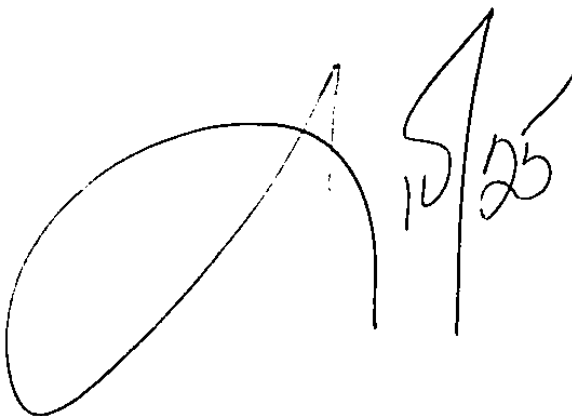
SUBJECT: CASA CABANA RESTAURANT LOUNGE, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND YOU
ALREADY HAVE OUR CHECK FOR \$ 70.00

FROM: MIGUEL RODRIGUEZ JR.
2158 COLONIAL BLVD.
FORT MYERS, FL 33907
(941) 693-0499

FILED
96 OCT 24 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE* PLEASE CALL US IF THE NAME WE HAVE CHOSEN FOR THE CORPORATION
IS ALREADY TAKEN SO WE CAN GIVE YOU ANOTHER ONE. CALL MIGUEL
RODRIGUEZ JR. AT (941) 693-0499 AND THANK YOU.

 10/25

ARTICLES OF INCORPORATION
OF
CASA CABANA RESTAURANT LOUNGE, INC.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE :
CASA CABANA RESTAURANT LOUNGE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE II. COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III. PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF **RESTAURANT AND ENTERTAINMENT** AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 100 PAR VALUE SHARES OF COMMON CAPITAL STOCK.

ARTICLE V. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

ARTICLE VI. TRANSFER RESTRICTIONS

NO SHAREHOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND :

" THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE. "

ARTICLE VII. INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE : 1 (ONE). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE :

**MIGUEL RODRIGUEZ JR.
2158 COLONIAL BLVD.
FORT MYERS, FL. 33907**

ARTICLE VIII. INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE :

**2158 COLONIAL BLVD.
FORT MYERS, FL. 33907**

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE :

MIGUEL RODRIGUEZ JR.

ARTICLE X. INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS :

**MIGUEL RODRIGUEZ JR.
2158 COLONIAL BLVD.
FORT MYERS, FL. 33907**

ARTICLE XI. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.


INCORPORATOR - MIGUEL RODRIGUEZ JR.

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF CASA CABANA RESTAURANT LOUNGE, INC.. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR CASA CABANA RESTAURANT LOUNGE, INC..


REGISTERED AGENT - MIGUEL RODRIGUEZ JR.

STATE OF FLORIDA

COUNTY OF LEE

ON OCTOBER 23, 1996, MIGUEL RODRIGUEZ JR., DESIGNATED ABOVE AS THE INDIVIDUAL WHO SHALL SERVE AS THE CORPORATION'S INITIAL REGISTERED AGENT AND INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF CASA CABANA RESTAURANT LOUNGE, INC..


NOTARY PUBLIC

RICHARD GILVARY
NOTARY PUBLIC - PRINTED NAME

COMMISSION EXPIRATION DATE & COMMISSION NUMBER:

July 16, 2000

CC569810



RICHARD GILVARY
My Commission CC569810
Expires Jul. 16, 2000

FILED
96 OCT 24 PM 1:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA
(SEAL)

P96000088008

Tri County Paralegal
1953 Colonial Blvd.

Ft. Myer, FLA 33907

(941) 275-0234

500002015815--5
-11/27/96--01042--021
*****35.00 *****35.00

Amend

FILED
96 NOV 21 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name	
Availability	11/21/96
Document Examiner	DOH
Updater	DOH
Update Verifier	DOH
Acknowledgement	DOH
P. Verifier	DOH

G. TAX	
FILING	35
R. AGENT FEE	
G. COPY	
TOTAL	35
N. BANK	
BALANCE DUE	
REFUND	

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
96 NOV 21 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CASA CABANA RESTAURANT LOUNGE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VII. BOARD OF DIRECTORS

The number of directors on this corporation's board of directors is 1 (one). The number of directors may be increased or decreased from time to time, as provided in the corporation's bylaws, but shall never be less than one. The name and address of the new director is:

JULIO C. RIVERA
2158 COLONIAL BLVD.
FORT MYERS, FL 33907

ARTICLE IX. PRINCIPAL OFFICE & REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's registered office shall be:

2158 COLONIAL BLVD.
FORT MYERS, FL 33907

The name of the individual who shall now serve as this corporation's registered agent at that address shall be:

JULIO C. RIVERA

(See Exhibit Attached)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 19, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 19th day of November, 19 96

Signature

Miguel Rodriguez Jr.
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Miguel Rodriguez Jr.

Typed or printed name

President

Title

Exhibit "A"

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: CASA CABANA RESTAURANT LOUNGE, INC.
2. The mailing address of the corporation is: 2158 Colonial Blvd.
Fort Myers, FL 33907
3. Date of incorporation/qualification: 10/24/96 Document number: P96000088008
4. The name and address of the current registered agent and office:

MIGUEL RODRIGUEZ, JR.

2158 COLONIAL BLVD.

FORT MYERS, FL 33907

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

JULIO C. RIVERA

2158 COLONIAL BLVD.

FORT MYERS, FL 33907

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

11/19/96
(Date)

Miguel Rodriguez

President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

11/19/96
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

P96000P88008

TRI-COUNTY DOCUMENT CENTER, INC.

1953 Colonial Blvd.

Ft. Myers, FL 33907

(941) 275-0234 or Fax (941) 275-4553

200002301122--2

-09/23/97--01071--001

*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT # (S), (If known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 SEP 23 PM 2:51

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend
SP

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 23 PM 2:51

CASA CABANA RESTAURANT LOUNGE, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMMEND Article VII. BOARD OF DIRECTORS

The number of directors on this corporation's board of directors is one (1). The number of directors may be increased or decreased from time to time, as provided in the corporation's bylaws, but shall never be less than one (1). The name and address of the new director is:

Miguel Rodriguez, Jr.
2158 Colonial Blvd
Ft. Myers, Florida 33907

AMMEND Article IX. PRINCIPAL OFFICE & registered office & agent

The address of this corporation's principal office and the address of this corporation's registered office shall be:

2158 Colonial Blvd
Ft. Myers, Florida 33907

The name of the individual who shall now serve as this corporation's registered agent at that address shall be:

Miguel Rodriguez, Jr.
2158 Colonial Blvd
Ft. Myers, Florida 33907

(SEE ATTACHED EXHIBIT)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CASA CABANA RESTAURANT LOUNGE, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ADD ARTICLE XII OFFICERS

The officers of the corporation shall be:

President: Miguel Rodriguez, Jr.

whose address shall be the same as the principal office of the corporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: AUGUST 13, 1997 .

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 13th of August, 19 97.

Signature Miguel A. Rodriguez, Jr.
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MIGUEL RODRIGUEZ, JR.

Typed or printed name

PRESIDENT

Title

EXHIBIT
Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of _____ submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: CASA CABANA RESTAURANT LOUNGE, INC.

2. The mailing address of the corporation is : 2158 COLONIAL BLVD
FT. MYERS, FLORIDA 33907

3. Date of incorporation/qualification: 10/24/96 Document number: P96000088008

4. The name and address of the current registered agent and office:

Julio C. Rivera

2158 Colonial Blvd, Ft. Myers, Florida 33907

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Miguel Rodriguez, Jr.

2158 Colonial Blvd

Ft. Myers, Florida 33907

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.


(Signature of an officer, chairman or vice chairman of the board)

(Date)

PRESIDENT

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)