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March 17, 1997

VIA FEDERAL EXPRESS

State of Florida  
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399


CONFIDENTIAL 800002118008--D  
03/19/97--01076--004  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Blue Room Cafe Corporation of Orlando  
Our File No.: 1735-2

Gentlemen:

Enclosed are the Articles of Incorporation for Blue Room Cafe Corporation of Orlando to be filed. Also enclosed is our check for \$122.50 to cover the filing fee and a certified copy of the recorded Articles. Please call if you have any questions or comments.

Sincerely,

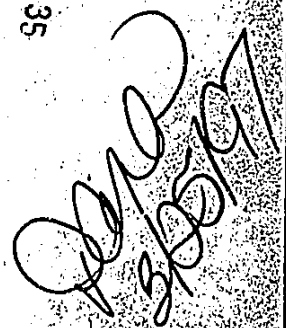


Mark W. Garrett

MWG/eep  
Enclosure

cc: Kenneth Stokes  
John R. Simpson, Esquire

FILED  
97 MAR 19 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BLUE ROOM CAFE CORPORATION OF ORLANDO**

**THE UNDERSIGNED**, acting as sole incorporator of **Blue Room Cafe Corporation of Orlando**, under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of the corporation is **Blue Room Cafe Corporation of Orlando**.

**ARTICLE II  
SHARES**

The number of shares which the corporation shall have authority to issue is **Ten Thousand (10,000)**, consisting of a single class of common stock, one cent (\$.01) par value per share.

**ARTICLE III  
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is **433 West New England Avenue, Apartment 101, Winter Park, Florida 32789**. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV  
MAILING ADDRESS**

The mailing address of the corporation is **433 West New England Avenue, Apartment 101, Winter Park, Florida 32789**.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is **433 West New England Avenue, Apartment 101, Winter Park, Florida 32789**, and the initial Registered Agent at such address is **Kenneth Stokes**.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the corporation is one (1). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The name and address of the person who is to serve as initial Director until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify is as follows:

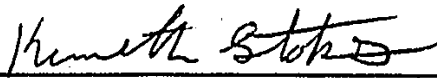
Kenneth Stokes

433 West New England Avenue  
Apartment 101  
Winter Park, Florida 32789

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the sole incorporator of the corporation is Kenneth Stokes, 433 West New England Avenue, Apartment 101, Winter Park, Florida 32789.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 13 day of March, 1997.

  
\_\_\_\_\_  
Kenneth Stokes, Incorporator

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

**DATED**, this 13 day of March, 1997.

  
Kenneth Stokes, Registered Agent

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BLUE ROOM CAFE CORPORATION OF ORLANDO  
ACTION BY WRITTEN CONSENT  
IN LIEU OF SPECIAL INITIAL MEETING OF SHAREHOLDERS**

Pursuant to Section 607.0704, Florida Statutes, the undersigned, as holders of all of the issued and outstanding shares of common stock of **Blue Room Cafe Corporation of Orlando** a Florida corporation (the "Corporation"), do hereby adopt the following resolutions:


**RESOLVED**, the all actions taken by the sole initial director of the Corporation pursuant to the Action by Unanimous Consent of Initial Directors in Lieu of Organizational Meeting of Board of Directors, adopted as of the date thereof, be, and they hereby are, ratified, approved and confirmed; and be it further

**RESOLVED**, that all other actions taken by the sole incorporator and the sole initial director of the Corporation from the date of incorporation of the Corporation until the date hereof be, and they hereby are, ratified, approved and confirmed; and be it further

**RESOLVED**, that the following person is hereby selected as director of the Corporation, as successor to the sole initial director, and that he shall serve until the next annual meeting of the shareholders or until their his successors are duly elected and qualified:

Kenneth Stokes.

Dated as of the 13 day of March, 1997.



\_\_\_\_\_  
Kenneth Stokes, Shareholder