

P97000049422

PERRY & SCHONE, P.A.
ATTORNEYS AT LAW
50 S E FOURTH AVENUE
DELRAY BEACH, FLORIDA 33483

MARK A PERRY
LARRY T SCHONE
KEITH D KERN

TELEPHONE (561) 276-4146
FACSIMILE (561) 276-3859

May 16, 1997

Florida Department of State
Division of Corporation
403 E Gaines Street
PO Box 6327
Tallahassee, FL 32314

Re: Old Calypso, Inc.

TO WHOM IT MAY CONCERN:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation of Old Calypso, Inc. Also enclosed is our firm's check in the amount of \$122.50 which represents: \$35.00 filing fee; \$52.50 certified copy fee; and \$35.00 designation.

If everything is in order, please file the Articles and return a certified copy to this office. Thanking you in advance.

Sincerely,

Michelle D. Edwards
Michelle D. Edwards
Legal Assistant

/mde
Enclosure

MAY 22 1 BSB

2392

W97-12016

JUN 3 1 BSB

~~700002183477-8~~
~~US/19287-DT140-006~~
~~****122.50 ****122.50~~

700002183477-8
US/19287-DT140-006
****122.50 ****122.50

FILED
97 MAY 19 AM 8:24
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
5-15-97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 22, 1997

PERRY & SCHONE, P.A.
50 S.E. FOURTH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: OLD CALYPSO, INC.
Ref. Number: W97000012016

We have received your document for OLD CALYPSO, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name you are requesting is unavailable, since it has been previously requested by another individual and the document was returned to the individual for corrections and has not yet been resubmitted. This office holds a requested name for 60 days when a document is returned for corrections.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 597A00027829



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 2, 1997

STEEL HECTOR & DAVIS
215 SOUTH MONROE, SUITE 601
TALLAHASSEE, FL 32301

The mark reservation for OLD CALYPSO has been reserved for 120 days beginning January 2, 1997. The reservation number is R97000000003. This reservation is NONRENEWABLE and NONTRANSFERABLE.

The reservation of a mark does not grant the applicant the exclusive right to use a mark in this state. Pursuant to section 495.027(7), Florida Statutes, the applicant listed in the application for reservation has the exclusive right during the reservation period to register the reserved mark for the goods or services set forth in the reservation.

However, any application for the registration of an identical mark with sworn verification of use prior to the date of reservation received by this office during the 120 day reservation period will be registered in accordance with section 495.061(3), Florida Statutes. Upon registration of such a mark, we will notify the applicant listed in the application for reservation accordingly.

Should you have any questions concerning this reservation, please call the Registration Section at (904) 487-6051.

Sincerely,
Diane Cushing
Corporate Specialist

PERRY & SCHONE, P.A.
50 S.E. 4TH AVENUE
DELRAY BEACH, FL 33483
(561) 276-4146
FAX # (561) 276-3859
FACSIMILE TRANSMITTAL SHEET

Date: 6/4/97

To: Brenda Baker

Facsimile Number: 904-487-6013

From: Michelle Edwards

Client: Old Calypso, Inc.

We are sending 2 page(s) including this cover sheet. If you do not receive all of the pages, please call 561-276-4146. This transmission is sent from facsimile number 561-276-3859.

Attached please find the authorization letter to file the Articles of Incorporation of Old Calypso, Inc. from Steel, Hector + Davis. Please call if you have any further questions.

THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED, AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE.

08/04/97 15:34 FAX 407 278 3859
JUN. 4.1997 3:09PM SH&D LLP

PERRY & SCHONE

NO. 908 P.2

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STEEL ■
HECTOR
■ DAVIS

Steel Hector & Davis LLP
200 South Biscayne Boulevard
Miami, Florida 33131-2398
305.577.7000
305.577.7001 Fax

June 4, 1997

Brian L. Heller
305.577.7059

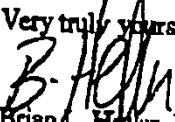
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attn: Brenda Baker

RE: OLD CALYPSO

Dear Ms. Baker:

We represent Holding and Management, Inc. which has reserved the name "Old Calypso" and has filed a service mark application for the mark "Old Calypso." Please be advised that the law firm of Perry & Schone is authorized to file Articles of Incorporation with your office for a corporation bearing the name "Old Calypso, Inc."

Very truly yours,

Brian L. Heller, Esq.

cc: Mr. John Therien

MIA9510/163434-1

West Palm Beach
561.850.7200
561.855.1609 Fax

Tallahassee
904.222.8500
904.222.8410 Fax

Key West
305.292.7878
305.292.7871 Fax

Caracas
682.931.4100
682.931.4100 Fax

R-96%

407 278 3859

06-04-97 03:31PM P002 #02

ARTICLES OF INCORPORATION

O F

OLD CALYPSO, INC.

97 MAY 19 AM 8:24

STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of beginning a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

EFFECTIVE DATE
5-15-90

NAME OF CORPORATION

The name of the corporation shall be: OLD CALYPSO, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

A. The general nature of the business is to engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and to own, hold, lease, rent, or sell such business or businesses.

B. For itself or as agent or correspondent for others, to deal in stocks, bonds, commercial paper, mortgages, and other securities, to manage estates and properties, and to conduct a general insurance agency and a general real estate and rental business, including the buying, selling, leasing, improving, and dealing in lands and tenements, and the construction and selling of houses and buildings. The corporation may take, acquire and hold stock in any other corporation, as well as to purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in and with real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

C. To build upon or in any other manner improve real estate in which this corporation has any interest whatsoever.

D. To lend money secured by mortgage or other security or without security, for itself or on a commission basis for others; to borrow money for the purpose of investment or for any of the purposes of this corporation, and to issue bond, debentures, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, or to issue bond, debenture stocks, notes or other obligations without any such security; to accept and execute any and all agencies with respect to investment of money, the sale of real and/or personal property, and the collection and receipts of the process therefor and/or the income therefrom; to buy and sell negotiable paper; to execute deeds, mortgages, lot contracts, bonds for title, releases and such other instruments as may be necessary for the carrying on of the business above designated.

E. To buy, sell, trade or deal in any kind of goods, wares and merchandise.

F. To organize or cause to be organized under the laws of the State of Florida or of any other state, district, territory, province or government, a corporation or corporations for the purpose of accomplishing any of or all of the objects for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such organization or corporation, or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

G. To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds or other obligations from time to time to such an extent and in such a manner and upon such terms as its Board of Directors shall determine, provided, however, that shares of its own capital stock belonging to the corporation shall not be voted directly or indirectly.

H. No contract or other transaction entered into by the

corporation shall be affected by the fact that any Director of the corporation in any way is interested in or connected with any party to such contract or transaction, provided said contract or transaction shall be approved by a majority of the directors at a meeting of the Board or of the Committee authorizing or confirming said contract or transaction.

I. To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties and buildings and to have, enjoy and exercise all of the rights, powers and privileges which are now, or which may hereafter be conferred upon corporations organized under the same statutes as this corporation.

J. To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida.

The foregoing clauses shall be construed as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference under the terms of any other clauses or paragraphs of this Article, or of any other Articles of these Articles of Incorporation, but that each of the purposes, objects and powers specified in this Article, and each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent purposes, objects and powers.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of the corporation shall be: 9,000 shares at \$1.00 par value.

All of said stock shall be payable in cash, property, labor or

services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

INITIAL REGISTERED AGENT

The street address of the initial principal office of the corporation is as follows:

ADDRESS: 561 S.E. 8th Street
Suite 503 - Barnett Bank Building
Delray Beach, FL 33483

The name of the initial registered agent of the corporation is MARK A. PERRY.

ARTICLE V

CORPORATE EXISTENCE

The corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The corporation shall have a principal place of business and shall have the privilege of having branch offices within the State of Florida, and within or without the United States of America.

ARTICLE VII

BOARD OF DIRECTORS

The business of the corporation shall be managed, and its corporate powers exercised, by a Board of not less than (1) nor more than five (5) Director(s). The exact number shall be established by the By-Laws, providing that the initial Board of Directors shall consist of three (3) member(s). The acts of the majority of the Directors at a meeting where a quorum is present shall be the act of the Board of Directors. Directors' meetings may be held within or without the State. The Directors may, by

resolution, designate an Executive Committee, and members of the Board of Directors or an Executive Committee, shall be deemed present at a meeting of such Board or Committee if a telephone conference, or similar communication equipment, by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII

OFFICERS

The officers of this corporation shall consist of a President, Vice President, Secretary and Treasurer, and such other officers and agents as may be provided for by the By-Laws of this corporation who shall be chosen, serve for such term and have such duties as may be prescribed by such By-Laws.

ARTICLE IX

INITIAL OFFICERS AND DIRECTORS

The names and street addresses of the first Board of Directors and officers of the corporation who shall hold office for the first year and until their successors are chosen shall be:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>TITLE</u>
John Therien	561 SE 8th Street Suite 503- Barnett Bank Bldg. Delray Beach, FL 33483	President/Dir.
Thomas Blum	561 S.E. 8th Street Suite 503-Barnett Bank Bldg. Delray Beach, FL 33483	Secretary/Dir.
Luke Therien	561 S.E. 8th Street Suite 503-Barnett Bank Bldg. Delray Beach, FL 33483	Treasurer/Dir.

ARTICLE X

SUBSCRIBERS

The names and street addresses of each subscriber and the number of shares of stock which each agrees to take, and the

consideration thereof, is as follows:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>NO. OF SHARES</u>	<u>AMOUNT</u>
John Therien	561 SE 8th Street Suite 503- Barnett Bank Bldg. Delray Beach, FL 33483	100	\$100.00
Thomas Blum	561 S.E. 8th Street Suite 503-Barnett Bank Bldg. Delray Beach, FL 33483	100	\$100.00
Luke Therien	561 S.E. 8th Street Suite 503-Barnett Bank Bldg. Delray Beach, FL 33483	100	\$100.00

ARTICLE XI

RESTRICTIONS ON SALE OR TRANSFER

The corporation and/or shareholders of the corporation may enter into any agreement restricting the sale or transfer of shares of stock in this corporation which is authorized under the laws of Florida. The By-Laws of the corporation may contain any restrictions on the sale or transfer of the shares of this corporation which are authorized under the laws of Florida.

ARTICLE XII

INDEMNIFICATION

Each Director and Officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred by him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be or made a part by reason of his being or having been made a director or officers of the corporation (said expenses to include attorneys' fees and costs of reasonable settlements made with a view of curtailment of costs of litigation), except in relation to matters to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or officer may be entitled under

any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of heirs, executors and the administrators of any such director or officer.

ARTICLE XIII

AMENDMENT TO ARTICLES

The corporation reserves the right to amend, alter or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by the Statutes of the State of Florida, and all rights and powers conferred on Directors, Officers, and stockholders herein are granted subject to this reservation; provided, however, that no amendment, alteration or repeal of these Articles of Incorporation shall be valid unless consented to by a majority of the stockholders of the corporation entitled to vote thereon present at any stockholders' meeting concerning the same, if the notice of the proposed action as included in the notice of the meeting, or if such notice is waived in writing by all of the stockholders entitled to vote thereon.

ARTICLE XIV

This corporation shall begin existence as of this the 15th day of May, 1997.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand(s) and seal(s) this the 15th day of May, 1997.

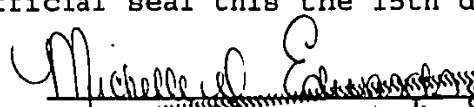


JOHN THERIEN

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared, JOHN THERIEN, who, being by me first duly sworn, say(s) that he executed the above and foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal this the 15th day of May 1997.



Notary Public Michelle D. Edwards
State of Florida
Commission No. CC 591771
My Commission Exp. 11/27/2000
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

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

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

First, that OLD CALYPSO, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the following address: 561 S.E. 8th Street, Suite 503-Barnett Bank Bldg., Delray Beach, FL 33483, County of Palm Beach, State of Florida, has named Mark A. Perry, located at 50 SE 4th Avenue, Delray Beach, FL 33483, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at 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.


MARK A. PERRY

FILED
97 MAY 19 AM 8:24
TALLAHASSEE, FLORIDA