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Stephen F. Baker

ATTORNEY AT LAW
565 AVENUE K, S. E.
WINTER HAVEN, FLORIDA 33880

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October 20, 1997

OUR FILE NO:
71275

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE FL 32314

300002325543--0
-10/21/97--01046--003
*****78.75 *****78.75

Re: PAST TIME LOUNGE, INC.

Gentlemen:

Please find enclosed herewith the original and two copies of the Articles of Incorporation of the above corporation, and a Designation of Resident Agent. Please send a Certificate of Status directly to this office.

Also enclosed is a check in the amount of \$78.75 to cover the costs of the filing fee, Registered Agent designation and Certificate of Status.

Thank you for your cooperation and assistance in this matter.

Cordially yours,

Stephen F. Baker
Stephen F. Baker *By clh*

SFB/clh
Enclosures

FILED
97 OCT 21 PM 8:39
TALLAHASSEE, FLORIDA

J. Medeau OCT 23 1997

ARTICLES OF INCORPORATION
OF
PAST TIME LOUNGE, INC.

FILED
97 OCT 21 PM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be PAST TIME LOUNGE, INC.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The general nature of the business to be transacted by this corporation or the objects or purposes of the corporation shall be as follows:

A. To establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of bars, saloons, cocktail lounges and other eating and drinking places and establishments of every kind and description; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, products, and merchandise incidental or related thereto, or of use therein;

B. To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this corporation;

C. To engage generally in real estate acquisition, construction investments, and any and all businesses and matters incidental to or connected with the foregoing in any manner or way whatsoever;

D. To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;

E. To manufacture, purchase or otherwise acquire; to own, mortgage, pledge, sell, assign or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise and real and personal property of every class and description;

F. To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary to incidental or proper to the exercise of any and all of the aforesaid purposes of the corporation;

G. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporation rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of

exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

H. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the share of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

I. To purchase, sell and transfer shares of its own capital stock;

J. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and thereunder;

K. In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of the State of Florida; and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumerated or special powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

The street address of the principal office of this corporation is 1605 1st Street, S., Winter Haven, Florida 33880, and the name and address of the initial registered agent is Earl A. Woodard, III.

ARTICLE VI

There shall be a board of directors for this corporation which shall consist of not less than one and not more than nine members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

The names and addresses of the members of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the

stockholders for the election of permanent directors or until their successors have been duly elected and qualified are:

Earl A. Woodard, III
1605 1st Street, S.
Winter Haven, FL 33880

ARTICLE VIII

The name and street address of the incorporator to these Articles of Incorporation is:

Earl A. Woodard, III
1605 1st Steet, S.
Winter Haven, Florida 33880

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm as so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such officer or director of such other corporation or member of such firm or not so interested.

ARTICLE X

A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation; provided, however, that any By-Laws are amended thereto as adopted by the Board of Directors, may be altered, amended or repealed by vote of two thirds of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No By-Law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or the United States.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

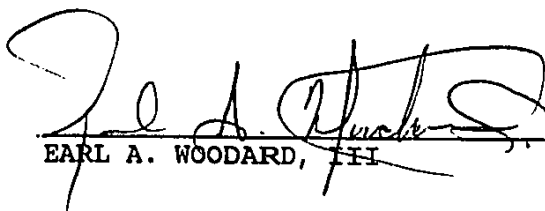
ARTICLE XII

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the remaining shareholders in proportion to their pro rata ownership of the corporation. In the event of a proposed sale, the price offered to the remaining stockholders shall be the same price and terms offered to the prospective purchaser. In the event of assignment, pledge, encumbrance or other disposition, the price offered to the remaining stockholders shall be the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent by registered or certified mail to the remaining stockholders, shall remain open for acceptance by the remaining stockholders for a period of fifteen days from the date of mailing. If the remaining stockholders fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes stated therein.


EARL A. WOODARD, III

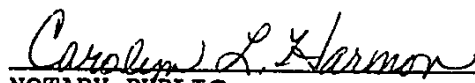
STATE OF FLORIDA

COUNTY OF POLK

Before me, the undersigned authority, on this 15th day of October, 1997, personally appeared EARL A. WOODARD, III, to me well known to be the person described in and who acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this date aforesaid.

S E A L


NOTARY PUBLIC

My commission expires



CAROLYN L. HARMON
MY COMMISSION # CC374829 EXPIRES
May 20, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
OFFICE OF THE SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors

In pursuant of Chapter 47.34, Florida Statutes, the following is submitted in compliance with said Act:

That PAST TIME LOUNGE, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 1605 1st Street, S., Winter Haven, FL 33880, has named Earl A. Woodard, III as its agent to accept service of process within this State.

OFFICERS

ADDRESS

President - Earl A. Woodard, III

1605 1st Street, S.
Winter Haven, FL 33880

DIRECTORS

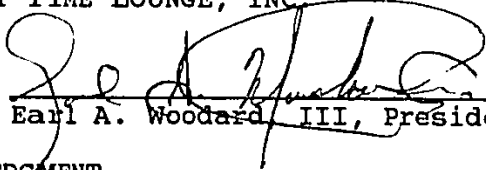
ADDRESS

Earl A. Woodard, III

1605 1st Street, S.
Winter Haven, FL 33880

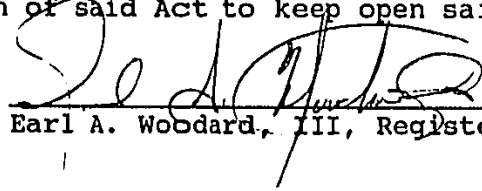
PAST TIME LOUNGE, INC.

By:


Earl A. Woodard, III, President

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keep open said office.


Earl A. Woodard, III, Registered Agent

FILED
97 OCT 21 PM 3 31
STATE
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA