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BLAKE M. CARLTON, ESQ.

BLAKE M. CARLTON, P.A.  
1215 Southeast Second Avenue, Suite 201  
Fort Lauderdale, FL 33316  
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January 18, 1998

Division of Corporations  
Secretary of State  
Box 6327  
Tallahassee FL 32314

500002406225--4  
-01/21/98--01032--013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation - Bluesand, Inc.

Secretary of State:

Enclosed please find the following:

- Original Executed Articles of Incorporation with Designation and Acceptance of Agent
- Check No. 1108, in the sum of \$122.50 for filing costs
- A copy of the Articles, for returning to this office
- A self-addressed stamped envelope for your convenience in mailing a copy of the recorded document.

Thank you for your cooperation.

Yours truly,

BLAKE M. CARLTON P.A.

BY:

BLAKE CARLTON, ESQ.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 21 AM 8:36

BMC/km  
cc: clients  
enc.

D. BROWN JAN 23 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**BLUESAND, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 21 AM 8:37

IT IS HEREBY AGREED, by and between the undersigned Subscribers to these Articles of Incorporation, that said persons are natural persons competent to contract, and they hereby form a Florida for Profit Corporation, under the laws of the State of Florida.

**ARTICLE 1. NAME**

The name of the corporation shall be BLUESAND, INC., and the initial place of business of this corporation shall be Fort Lauderdale, Broward County, Florida at 1560 NW 4 Avenue 33304.

**ARTICLE 2. NATURE OF BUSINESS**

The nature of this Corporation shall be to purchase a restaurant n/k/a Legends in Fort Lauderdale, Broward County, Florida, and/or for any other general purpose whatsoever that it deems fit, so long as the purpose is permitted under the laws of this State.

**ARTICLE 3. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

**ARTICLE 4. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### ARTICLE 5. CAPITAL

The amount of capital with which this corporation shall begin business shall be \$100.00.

#### ARTICLE 6. OFFICERS

The names and addresses of the initial officers and shareholders of this corporation who shall hold office until and unless such time as successors are, if ever, elected or appointed:

JOHN LIPPOLIS, President/Secretary:

1205 SW 20 Street, Fort Lauderdale FL 33315

MICHAEL R. STALICA, Vice-President/Treasurer

1205 SW 20 Street, Fort Lauderdale, FL 33315

#### ARTICLE 7. SUBSCRIBERS

The name and street address of each subscriber to these Articles of incorporation and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of 100, the amount of capital with which this corporation shall begin business:

JOHN LIPPOLIS, Address Above                      50 shares    Amount: \$50.00

MICHAEL R. STALICA, Address Above    50 shares    Amount: \$50.00

#### ARTICLE 8. BOARD OF DIRECTORS

This corporation shall be initially governed by the stockholders, notwithstanding other provision of these Articles of Incorporation. At the discretion of both of the initial stockholders, acting in concert and in mutual agreement, or when there are two or more stockholders owning stock in the corporation, at a meeting held for that purpose,

stockholders may elect to operate with a Board of Directors and Officers as provided elsewhere in these Articles. At such time there shall be elected a minimum of one director who shall hold office for one year after their election or until their successors are elected or appointed and have qualified. The stockholders, if mutually agreed upon and jointly, shall also elect such persons to fill the offices of President, Vice-President, Secretary and Treasurer, and such other offices as are permitted by the By-Laws, if any, of this Corporation. The manner and form of electing or appointing Officers and Directors shall be set out in the By-Laws, if any.

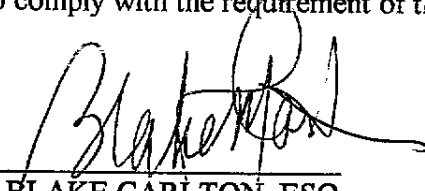
DATED THIS 17 day of January, 1998.

BY:   
JOHN LIPPOLIS

BY:   
MICHAEL R. STALICA

#### ARTICLE 9. ACKNOWLEDGMENT AND CONSENT

HAVING BEEN made the initial registered agent to accept service of process of the corporation at the address referenced below, I hereby accept such status and consent to act in this capacity and agree to comply with the requirement of the laws pertaining thereto.

BY:   
BLAKE CARLTON, ESQ.  
1215 SE 2 Avenue, Ste. 201  
Fort Lauderdale FL 33316

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 21 AM 8:37

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal

on this 17 day of January 1998.

John Lippolis  
JOHN LIPPOLIS

Michael R. Stalica  
MICHAEL R. STALICA

STATE OF FLORIDA :

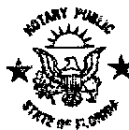
COUNTY OF BROWARD:

I HEREBY CERTIFY that on this 17 day of January 1998 did personally appear before me MICHAEL R. STALICA and JOHN LIPPOLIS, both personally known to me (check here           ) or who presented their identification (check here and identify same ✓ J & K), and both of whom did take an oath administered by me, a person duly authorized in the State and County aforesaid to administer oaths, who are the same persons described in the Articles above and who executed these Articles and acknowledged that these Articles are true and correct.

WITNESS MY HAND and seal at Fort Lauderdale, Broward County, Florida on this 17 day of January 1998.

Lisa L. Kaiser  
NOTARY PUBLIC, State of  
Florida at Large

My commission expires: 11-22-98



LISA L. KAISER  
My Commission CC422689  
Expires Nov. 22, 1998  
Bonded by ANB  
800-852-5878