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ANNIS, MITCHELL, COCKEY, EDWARDS & ROEHN

GAIL MARTIN ABERCROMBIE
MICHAEL D. ANNIS
WILLIAM F. BRANDES, JR.
ENOLA T. BROWN
JOZETTE V. CHACK-ON
J. DANIEL CLARK
PRESTON O. COCKEY, JR.
JODI L. CORRIGAN
MARYLIN E. CULP
R. SCOTT CUMMINGS
KENNETH A. DIAMOND
EDITH N. DINNEEN
PETER D. DORAGH
JOSEPH D. EDWARDS
W. KEITH FENDRICK
THOMAS B. GARLICK
DAVID A. GOLDSTEIN
D. LOCKWOOD GRAY
CHRISTOPHER L. GRIFFIN
C. DAVID HARPER
MARK S. HOWARD
BARBARA C. HARDY
LAWRENCE P. INGRAM
DAVID S. JOHNSON
LORIEN SMITH JOHNSON
ELLEN L. KOEHLER

PROFESSIONAL ASSOCIATION

SUITE 2100
ONE TAMPA CITY CENTER
201 N. FRANKLIN STREET
TAMPA, FLORIDA 33602

POST OFFICE BOX 3433
TAMPA, FLORIDA 33601

TELEPHONE: (813) 229-3321
FACSIMILE: (813) 223-9067
amcer@gte.net

AVAILABLE FOR CONSULTATION
KÄRGEL, VOLLHARDT & PARTNER

KURFÜRSTENDAMM 36
D-10719 BERLIN
GERMANY
OII-49-30-885-7710
FAX OII-49-30-881-1308

STEPHEN L. KUSSNER
KEVIN A. KYLE
DAVID L. LAPIDES
THOMAS M. LITTLE
ROBERT D. MCLEAN
MARION PORTER MATHIASON
STEPHEN J. MITCHELL
C. PERRY PEEPLES
JOHN H. RAINS, III
A. ALEXANDER RHODES
FRED S. RIDLEY
ROBERT L. ROCKE
THOMAS J. ROEHN
L. KIRK ROGERS
JOSEPH W.N. RUGG
STEVEN M. SAMAHA
JONATHAN B. SBAR
OLIN G. SHIVERS
ALBERT P. SILVA
STEPHEN J. SZABO, III
JENNIFER C. TINDALL
PETER R. WALLACE
RANDOLPH J. WOLFE
DONNA D. WYSONG

FREDERICK B. KARL
OF COUNSEL

June 11, 1998

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

RE: Black Tie Catering, Inc.
Our File Number: 7452-001

Dear Madam or Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, as well as our client's check in the amount of \$78.75 made payable to *Secretary of State*. Please file the Articles of Incorporation and place your "Filed" stamp on the enclosed copy of the same. In addition, please issue a status certificate. Please return acknowledgment of the filing and the status certificate to the undersigned in the envelope provided for that purpose.

If you have any questions, please do not hesitate to give us a call.

Sincerely,

Katherine Russell

Katherine Russell
Legal Assistant

KLR:gh
Enclosures
7452-001-0515974.01

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*****78.75 *****78.75

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JUN 15 AM 7:50

FILED

6-17-98
MM

**ARTICLES OF INCORPORATION
OF
BLACK TIE CATERING, INC.**

FILED
98 JUN 15 AM 7:50
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is: **BLACK TIE CATERING, INC.** The mailing address and street address of this Corporation is: 2070 Gentry Street, Clearwater, Florida 34625.

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

This Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter Bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its Directors, officers, and employees and for any or all of the Directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its Directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2070 Gentry Street, Clearwater, Florida 34625, and the name of its initial registered agent at such address is Thomas Abrass.

ARTICLE VII

Initial Board of Directors

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Thomas Abrass	2070 Gentry Street Clearwater, Florida 34625
John Wiser	2701 Foxfire Court Clearwater, Florida 33761-3721

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Thomas Abrass	2070 Gentry Street Clearwater, Florida 34625

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

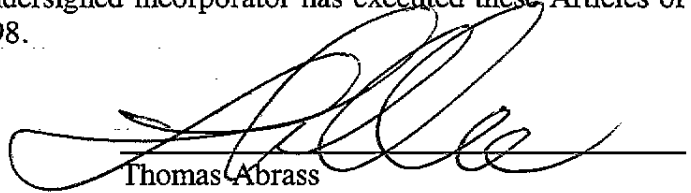
ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 2nd day of ~~May~~, 1998.

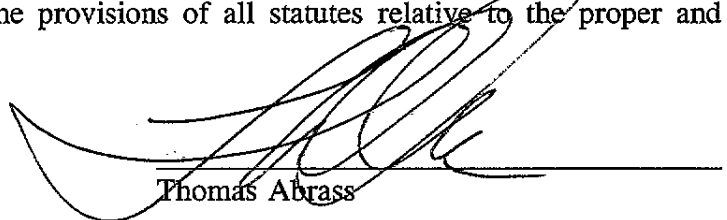
June



Thomas Abrass

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Thomas Abrass

June
Dated: ~~May~~ 2, 1998

7452-001/508725.01