



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 934223 7120034

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 20, 1998

ORDER TIME : 9:38 AM

ORDER NO. : 934223-005

CUSTOMER NO: 7120034

CUSTOMER: Mr. Kenneth Beir
JAMES D. FISCHER

10601-32 San Jose Boulevard

Jacksonville, FL 32257

DOMESTIC FILING

NAME: IMPERIAL BAR & LOUNGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

2555
W98-19129

DIVISION OF CORPORATION

98 AUG 20 PM 1:19

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
98 AUG 20 AM 9:04

August 20, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: IMPERIAL BAR & LOUNGE, INC.
Ref. Number: W98000019129

RESUBMIT
Please give original
submission date as file date.

We have received your document for IMPERIAL BAR & LOUNGE, INC..
However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears
in your document.

Please return the original and one copy of 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
(850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00043464

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98 AUG 20 AM 9:04

ARTICLES OF INCORPORATION

OF

IMPERIAL BAR & LOUNGE, INC.

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

ARTICLE I- NAME

The name of the corporation shall be IMPERIAL BAR & LOUNGE, INC.

ARTICLE II- OFFICE

The principal office of this corporation shall be situated at 211 N LAURA STREET, JACKSONVILLE, FLORIDA 32202, and said corporation shall have the rights and privileges of business in such states of the United States and foreign countries whenever the Board of Directors may from time to time order and establish.

ARTICLE III- REGISTERED AGENT

The street address of this corporation's initial registered office will be 9802 WOODROSE LANE, JACKSONVILLE, FL 32257, and the name of its initial registered agent will be CHRISTOPHER THOMAS at such address.

ARTICLE IV- NATURE OF BUSINESS

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any of all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Law.

ARTICLE V- CAPITAL STOCK

The total authorized capital stock of this corporation shall be 10,000, divided into a maximum of 10,000 shares, which shall be of common stock of par value of \$ 1 each, fully paid and nonassessable.

All such 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.

In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of same, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders, or the corporation, within six months thereafter, they shall be deemed to have waived their privilege of purchasing, and he shall be at liberty to sell to anyone else, according to the same terms as file with the corporation.

ARTICLE VI- CAPITAL

The amount of capital with which the corporation shall commence business shall not be less than \$ 500.00.

ARTICLE VII- TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VIII- POSITIONS

The business of this corporation shall be conducted by a Board of Directors consisting of one or more persons.

The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as shall be appointed in accordance with the By-laws of this corporation.

ARTICLE IX- DIRECTORS

The names and street addresses of the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHRISTOPHER L THOMAS	9802 WOODROSE LN JACKSONVILLE FL 32257

ARTICLE X- OFFICERS

The following shall hold office named until their successors shall be regularly elected and shall be qualified:

<u>NAME</u>	<u>ADDRESS</u>
CHRISTOPHER L THOMAS - PRES.	9802 WOODROSE LN JACKSONVILLE, FL 32257
ISAIAH MEDERS-VICE-PRES	2569 FORBES ST JACKSONVILLE FL 32256
CHARLES THOMAS-VICE PRES	303 COURTLEA OAKS BLVD WINTER GARDEN FL 34787
LISA THOMAS-VICE PRES	1829 BAYARD PLACE JACKSONVILLE FL 32205
KRISTA THOMAS-SEC, TREAS	9802 WOODROSE LN JACKSONVILLE FL 32256

ARTICLE XI- STOCK SUBSCRIBERS

The names and street addresses of each subscriber of stock are:

<u>NAME</u>	<u>ADDRESS</u>
CHRISTOPHER THOMAS	9802 WOODROSE LN JACKSONVILLE FL 32257

The undersigned incorporator has executed these Articles of Incorporation this _____ day of _____, 1998.



SIGNATURE OF STOCK SUBSCRIBER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 AM 9:04

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered, in the State of Florida.

1. The name of the corporation is: IMPERIAL BAR & LOUNGE, INC.

2. The name of the registered agent and office address is:

CHRISTOPHER L THOMAS
9802 WOODROSE LANE
JACKSONVILLE, FLORIDA 32257

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE: _____

(REGISTERED AGENT)

DATE: _____

8-18-98