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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 985175 81492A

AUTHORIZATION :

Patricia Pzyto

COST LIMIT : \$ 78.75

ORDER DATE : October 5, 1998

ORDER TIME : 9:06 AM

ORDER NO. : 985175-005

CUSTOMER NO: 81492A

CUSTOMER: Ms. Connie Schultz
JAEGER & BLANKNER

217 E. Ivanhoe Boulevard,
North
Orlando, FL 32804

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 1:16

DOMESTIC FILING

NAME: BLACK CULTURE LOUNGE, INC.

EFFECTIVE DATE:

500002656495--0

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: Sara Lea

EXAMINER'S INITIALS:

g 10/6/98

RECEIVED

98 OCT 6 AM 9:52
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

BLACK CULTURE LOUNGE, INC.

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I, the undersigned, being a natural person of legal age, do hereby desire to form a Corporation under the Laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be BLACK CULTURE LOUNGE, INC., a Florida Corporation.

ARTICLE II

PRINCIPAL OFFICE OR MAILING ADDRESS

The Principal Office of the Corporation shall be at 1025 S. Orange Blossom Trail, Orlando, FL 32805. The Mailing Address of the Corporation shall be at 1025 S. Orange Blossom Trail, Orlando, FL 32805. The Principal Office and mailing address may be changed from time to time by the Board of Directors.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock of this Corporation which this Corporation is authorized to have outstanding at any one time is 10,000 shares of common capital stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this Corporation.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1025 S. Orange Blossom Trail, Orlando, FL 32805, and the name of the initial registered agent of this Corporation at that address is Michael R. Lawrence.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this Corporation and the Board of Directors shall be elected or appointed as provided in the By-Laws of this Corporation.

ARTICLE VI

INCORPORATOR

NAME

ADDRESS

Michael R. Lawrence 1025 S. Orange Blossom Trail
Orlando, FL 32805

ARTICLE VII

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this Corporation.

ARTICLE VIII

INDEMNIFICATION

Every Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation against all

expenses and liabilities, including attorney's fees reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a Director, Officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such Officer, Director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled.

ARTICLE IX

AMENDMENT

The Corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 30th day of September, 1998.


MICHAEL R. LAWRENCE

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an Officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL R. LAWRENCE to me known and known to me to be the person described in or who produced the following as identification: Personally Known and who executed the foregoing Articles of Incorporation and he acknowledged to me that after reading the same, the matters set forth therein are true and correct to the best of his knowledge and belief.

WITNESS my hand and official seal in the county and state first above written this 30th day of September, 1998.

Connie J. Schultz
Notary Public, State of Florida
at Large

My Commission Expires:

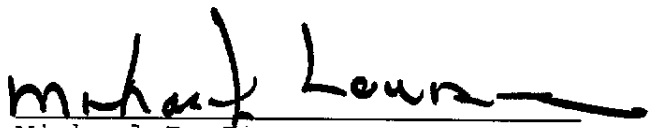


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHOM PROCESS MAY BE SERVED

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

First, that BLACK CULTURE LOUNGE, INC., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named Michael R. Lawrence, 1025 South Orange Blossom Trail, Orlando, FL 32805, as its agent to accept process within this state.

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


Michael R. Lawrence,
Resident Agent

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