

P980000085837

October 1, 1998

Department of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

000002654990--7  
-10/05/98--01023--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Subject: Celebrity Sports Cafe, Inc.

Enclosed is an original and two (2) copies of the Articles of  
Incorporation. Also enclosed is a check for \$131.25 for Filing  
Fees and Certified Certificate. *\$87.50*

Thank you,

*Alva F. Thompson*

Alva F. Thompson  
5105 Rolling Fairway Drive  
Valrico, FL 33594  
(813)651-9678

*10/1/98*

*Amount due charged per instructions  
of Corp office*

FILED  
98 OCT -5 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Wm  
10-7-98*

**ARTICLES OF INCORPORATION  
OF  
CELEBRITY SPORTS CAFE, INC.**

**FILED**  
98 OCT -5 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, Alva Ford Thompson, hereby makes, subscribes and acknowledges and files 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. - NAME**

The name of this corporation shall be:

**CELEBRITY SPORTS CAFE, INC.**

**ARTICLE II. - PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office of the corporation shall be 1903F State Route 60 E, Valrico, Florida 33594. The mailing address of the corporation shall be 5105 Rolling Fairway Drive, Valrico, Florida 33594.

**ARTICLE III. - NATURE OF BUSINESS**

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States of America, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV. - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having \$1.00 par value per share, in two classes, consisting of 5,000 shares each, as set forth hereinafter.

### **CLASS "A" VOTING SHARES**

The first class of shares shall be designated "Class 'A' Voting Shares." All Class "A" Voting Shares shall be entitled to vote on all issues coming before the shareholders for voting, including, but not limited to, all elections of directors of the corporation.

### **CLASS "B" NON-VOTING SHARES**

The second class of shares shall be designated "Class 'B' Non-Voting Shares." No Class "B" Non-Voting shares shall be entitled to vote on any issues coming before the shareholders for voting, including, but not limited to, all elections of directors of the corporation.

### **ARTICLE V. - REGISTERED AGENT AND ADDRESS**

The registered agent of the corporation is, Alva Ford Thompson, whose address is 5105 Rolling Fairway Drive, Valrico, Florida, 33594.

### **ARTICLE VI. - TERM OF EXISTENCE**

The corporation shall have perpetual existence

### **ARTICLE VII. - BOARD OF DIRECTORS**

The number of directors may be either increased or diminished from time to time by the bylaws, but the number of directors shall never be more than five (5) nor less than one (1). The initial director of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

#### **Director**

Alva F. Thompson

#### **Address**

5105 Rolling Fairway Drive  
Valrico, Florida 33594

**ARTICLE VIII. - AMENDMENTS**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this restriction.

**ARTICLE IX. - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of October, 1998.

*Alva F. Thompson*

ALVA FORD THOMPSON, INCORPORATOR

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CELEBRITY SPORTS CAFE, INC.

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

Alva F. Thompson

(NAME)

5105 Rolling Fairway Drive

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Valrico, FL 33594

(CITY/STATE/ZIP)

FILED  
98 OCT -5 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Alva F. Thompson  
(SIGNATURE)

1 October 1998  
(DATE)