

P98000091380

TRANSMITTAL LETTER

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

SUBJECT:

The Downbeat Club, Inc.

(Proposed corporate name - must include suffix)

500002672415--8  
-10/26/98--01086-013  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

\_\_\_\_\_  
Name (Printed or typed)

\_\_\_\_\_  
Lula Meyers  
1811 N. W. 9th Place  
Fort Lauderdale, FL 33311

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

TA-10/24/98

ARTICLES OF INCORPORATION

OF

THE DOWNBEAT CLUB, INC.

*The undersigned Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.*

ARTICLE I NAME

The name of the Corporation shall be: **THE DOWNBEAT CLUB, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

1811 N. W. 9<sup>th</sup> Place  
Fort Lauderdale, FL 33311

The Board of Directors may from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE III PURPOSE(S)

The character or nature of the business to be transacted by the Corporation shall be to engage in any and all business legally permitted under the laws of the State of Florida.

ARTICLE IV SHARES

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having a par value of

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TALLAHASSEE, FLORIDA

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\$1.00. Authorized capital stock may be paid for by in-kind services, contribution of assets or by cash, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting of the Board of Directors.

#### ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE VI DIRECTORS

The Corporation shall have five (5) Directors initially. The number of Directors may be increased or diminished from time to time by the By-laws, but shall never be less than two (2). The name, address, City, State and zip code of the initial Directors until successor(s) are elected are:

Perry Myers	1811 N. W. 9 <sup>th</sup> Pl.	Fort Lauderdale, FL 33311
Albert Myers	3830 N. W. 27 <sup>th</sup> St	Fort Lauderdale, FL 33311
Lula Myers	1811 N. W. 9 <sup>th</sup> Pl.	Fort Lauderdale, FL 33311
Mary L. Myers	3830 N. W. 27 <sup>th</sup> St	Fort Lauderdale, FL 33311
George Myers	1504 N. W. 8 <sup>th</sup> Ct.	Fort Lauderdale, FL 33311

#### ARTICLE VII SUBSCRIBERS

The name, street address, City, State and Zip Code of the sole subscriber to these Articles of Incorporation, the number of shares agreed to take, and the value of the consideration therefor is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Perry Myers	1811 N. W. 9 <sup>th</sup> Pl Ft. Lauderdale, FL 33311	51	In-Kind
Albert Myers	3830 N. W. 27 <sup>th</sup> St Ft. Lauderdale, FL 33311	49	In-Kind

**ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Lula Myers 1811 N. W. 9<sup>th</sup> Pl. Fort Lauderdale, FL 33311

**ARTICLE IX INCORPORATORS**

The names and addresses of the Incorporators of these Articles of Incorporation are:

Perry Myers 1811 N. W. 9<sup>th</sup> Pl. Fort Lauderdale, FL 33311  
Lula Myers 1811 N. W. 9<sup>th</sup> Pl. Fort Lauderdale, FL 33311  
Albert Myers 3830 N. W. 27<sup>th</sup> St. Fort Lauderdale, FL 33311  
Mary L. Myers 3830 N. W. 27<sup>th</sup> St. Fort Lauderdale, FL 33311  
George Myers 1504 N. W. 8<sup>th</sup> Ct. Fort Lauderdale, FL 33311

**ARTICLE X AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by the Board of Directors. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders meeting by a majority of the Shareholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

Perry Myers  
Signature/Incorporator  
Perry Myers

10-23-98  
Date

Lula Myers  
Signature/Incorporator  
Lula Myers

10/23/98  
Date

Albert Myers  
Signature/Incorporator  
Albert Myers

10/23/98  
Date

Mary L. Myers  
Signature/Incorporator  
Mary L. Myers

10/23/98  
Date

George Myers  
Signature/Incorporator  
George Myers

10/23/98  
Date

*Having been named as registered agent and to accept service of process for the above 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.*

Lula Myers  
Signature Registered Agent  
Lula Myers

10/23/98  
Date

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