



THE UNITED STATES  
CORPORATION  
COMPANY

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99 MAY 13 PM 1:28

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AUTHORIZATION :

Patricia Pigato

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 12, 1999

ORDER TIME : 4:57 PM

ORDER NO. : 237738-005

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CUSTOMER NO: 7057A

CUSTOMER: Jeffrey Kneen, Esq  
LEVY KNEEN MARIANA CURTIN  
LEVY KNEEN MARIANA CURTIN  
Suite 1000  
1400 Centrepark Boulevard  
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: BOCA NIGHTCLUB, 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: James Guy

EXAMINER'S INITIALS:

PH 5/13/99

RECEIVED  
99 MAY 13 AM 8:53

ARTICLES OF INCORPORATION

OF

BOCA NIGHTCLUB, INC.

FILED  
99 MAY 13 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- NAME AND PRINCIPAL OFFICE

The name of the corporation shall be Boca Nightclub, INC. The principal office and mailing address of the corporation is 10 Thurston Drive, Palm Beach Gardens, FL 33418.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is engaging in any activity or business permitted under the laws of the United States or of this State.

ARTICLE IV -- CAPITAL STOCK

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$.10	common

The corporation, for the issuance of said stock shall be paid in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 10 Thurston Drive, Palm Beach Gardens, FL 33418 and the name of the initial registered agent at such

address is Michael A. Mash, Jr.

#### **ARTICLE VI -- INITIAL BOARD OF DIRECTORS**

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders. The names and addresses of the initial director is:

Michael A. Mash, Jr.  
10 Thurston Drive  
Palm Beach Gardens, FL 33418

#### **ARTICLE VII -- INCORPORATOR**

The name and address of the Incorporator is Michael A. Mash, Jr., 10 Thurston Drive, Palm Beach Gardens, Florida.

#### **ARTICLE VIII - INTERESTS OF DIRECTORS**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors as a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### **ARTICLE IX - CORPORATE DEBTS**

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE X -INDEMNIFICATION

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a member of the Board of Directors or any officer of this corporation from and against any and all claims and liabilities to which such person shall become subject to by reason of his or her having been, or hereafter being, a member of the Board of Directors or an officer of this corporation, or any reason or any action alleged to have been taken or omitted by him or her as such member of the Board of Directors or officer of this corporation, and shall advance funds on behalf of or reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability.

The indemnification provided by this corporation to its directors and officers who shall serve at any time hereafter shall be to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, we have made and subscribed these Articles this 7<sup>th</sup> day of MAY, 1999.

Michael A. Mash Jr  
MICHAEL A. MASH, JR.  
Incorporator/Director

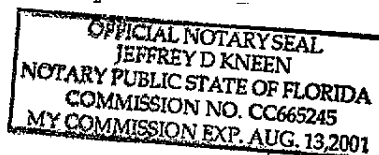
STATE OF FLORIDA                    )  
  ) SS.:  
COUNTY OF PALM BEACH            )

Before me personally appeared Michael A. Mash, Jr. to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed. He is personally known to me or produced \_\_\_\_\_ as identification.

Mary WITNESS my hand and official seal this 7 day of \_\_\_\_\_, 1999.

Jeffrey D Kneen  
NOTARY PUBLIC

(NOTARIAL IMPRESSION SEAL)      My Commission Expires: \_\_\_\_\_



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I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN  
THESE ARTICLES OF INCORPORATION.

Michael A. Mash Jr.  
MICHAEL A. MASH, JR.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA