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June 2, 1999

\* ALSO ADMITTED IN NY

Via Federal Express - Air bill #807032863123

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Articles of Incorporation of:  
**Coco Bongo House of Rock and Pop**

400002894444--1  
-06/03/99--01082--007  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir/Madam:

I am enclosing two executed originals of the Articles of Incorporation of **Coco Bongo House of Rock and Pop** and this firm's check in the amount of \$122.50 to cover the following charges:

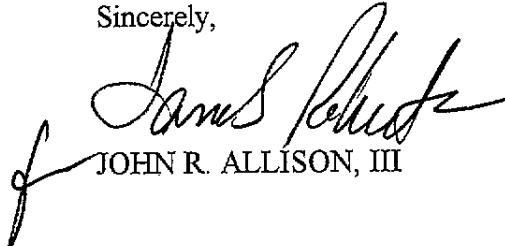
Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
TOTAL	\$122.50

**PLEASE NOTE THAT THE CORPORATION BECOMES EFFECTIVE ON THE DATE THE ARTICLES WERE EXECUTED, NOT THE DATE OF FILING.**

Please cause the Articles to be filed and return to me one certified copy in the self-addressed, Federal Express envelope provided herewith.

Thank you for your prompt attention to this matter.

Sincerely,

  
JOHN R. ALLISON, III

JRA:ah  
Enclosures as indicated  
[f:/jra/basabe/corp/secstat5.ltr]

FILED  
1999 JUN -3 AM 11:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

1999 JUN -3 AM 11: 26

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

COCO BONGO HOUSE OF ROCK AND POP INC.

Each undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

COCO BONGO HOUSE OF ROCK AND POP INC.

ARTICLE II

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 100 shares of \$5.00 Dollar par value common stock.

ARTICLE III

- A. This Corporation is to exist perpetually.
- B. The corporate existence of this Corporation shall commence on the date of the execution of these Articles.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

<u>Registered Agent</u>	<u>Address of Registered Office</u>
John R. Allison, III	100 S.E. Second Street Suite 3350 Miami, Florida 33131

#### ARTICLE V

The name and post office address of each incorporator to these Articles of Incorporation shall be:

<u>Name</u>	<u>Address</u>
John R. Allison, III	100 S.E. Second Street Suite 3350 Miami, Florida 33131

#### ARTICLE VI

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

#### ARTICLE VII

The Corporation shall have one (1) director initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than three (3) directors.

#### ARTICLE VIII

The principal office and the mailing address of the Corporation shall be as follows:

<u>Principal Office</u>	<u>Mailing Address</u>
100 S.E. Second Street Suite 3350 Miami, Florida 33131	Same.

#### ARTICLE IX

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

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ARTICLE X

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

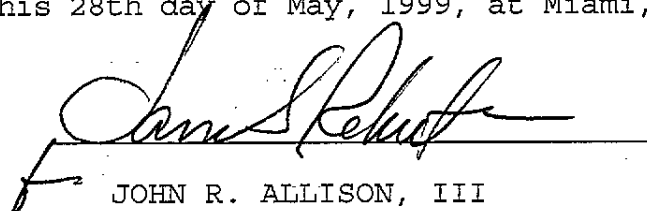
At each election for directors, each stockholder entitled to vote at such election shall have the right: to cumulate his votes by giving one candidate as many votes as the number of shares of stock then owned by such stockholder; or to distribute such votes on the same principal among any number of candidates.

ARTICLE XI

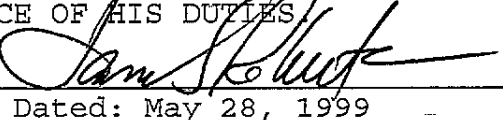
In the event that authorized shares of stock of the Corporation are to be issued, each then existing stockholder shall have the right, from time to time and at any time, to purchase a fraction of the authorized stock being issued, the numerator of which shall be the number of shares of stock of the Corporation then owned by the said stockholder, and the denominator of which shall be the total number of shares of stock then owned by all stockholders. The purchase price for each share of stock shall be the price at which it is issued.

IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles of Incorporation this 28th day of May, 1999, at Miami, Florida.

(SEAL)

  
JOHN R. ALLISON, III

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

  
Dated: May 28, 1999