

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Profit

1.) Rick's Cutrate Liquors And Lounge

(CORPORATE NAME & DOCUMENT #)

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*****78.75 *****78.75

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
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5.)
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SPECIAL INSTRUCTIONS

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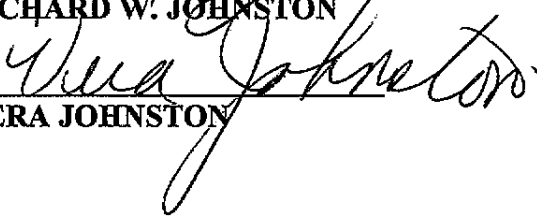
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CONSENT

We are the incorporators of **RICK'S LIQUOR AND LOUNGE, INC.**, and hereby
consent to the incorporation of **RICK'S CUTRATE LIQUORS AND LOUNGE, INC.**

Dated this 10 day of Sept., 1999.



RICHARD W. JOHNSTON


VERA JOHNSTON

ARTICLES OF INCORPORATION
OF
RICK'S CUTRATE LIQUORS AND LOUNGE, INC.

Article I - Name

The name of the Corporation is:

RICK'S CUTRATE LIQUORS AND LOUNGE, INC.

Article II - Duration

The Corporation shall have perpetual existence.

Article III - Purpose

This Corporation is organized for the purpose of transacting any lawful business and for the further purpose of:

To purchase, improve, develop, hold and enjoy real estate in fee simple and leasehold estate, upon ground or parcels, improved or unimproved, and on such terms as to time and manner of payment as may be agreed upon.

To buy, sell, own, lease and operate manufacturing establishments, manufacturing any and all kinds of products.

To hold, purchase and otherwise acquire, to be interested in and to sell, assign, pledge, or otherwise dispose of shares of the capital stock, bonds or other evidence of debt, issued or created by any other corporation, foreign or domestic, or individual, and as the holder of such shares of stock to have the right to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do. To exchange stock in this corporation for stock in other corporations.

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To borrow money and contract debts which may be necessary for the transaction of business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes of the corporation to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, either secured by a mortgage, pledge or otherwise, or secured for money borrowed in payment of property purchased or acquired, or any other lawful objects.

To acquire the good will, rights and property, and to purchase the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this company, bonds or otherwise; to hold or in any manner dispose of, the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To enter into, make and perform contracts of every kind for any lawful purposes, without limit as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

To carry on any or all of its operations and business and to promote its objects within the State of Florida, or elsewhere, without restriction as to amount, with any person, firm, association or corporation, town, city, country, state, territory or government.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world, as principals, agents, brokers, factors, contractors, or otherwise, alone or in the company with others.

To act as a holding company for any person, firm, association or corporation and in connection therewith, to purchase, grant, lease, mortgage, subdivide, sell or otherwise acquire, improve, develop, or dispose of, real estate and personal property, and to construct dwellings and other buildings on such real estate, and to finance same, and to act as rental agent in caring for the property of others.

To purchase, grant, lease, mortgage, subdivide, sell, hold or otherwise acquire, farm, improve, develop or dispose of, real property and personal property either as principal or agent, and to construct dwellings and other buildings on its own real estate or real estate of others, and to finance the same; and to sell, either as principal or agent, improvements of every kind, and to act as a rental agent in caring for the property of others.

To buy, hold, transfer, or otherwise deal in, tax certificates and tax titles and to do such things as are necessary and expedient to perfect title based upon tax certificates.

To purchase, lease, construct, or otherwise acquire, own and operate, apartments, hotels, restaurants, electric lighting and power plants, waterworks, ice plants, laundries, manufacturing plants, repair shops, newspapers and other periodicals, theaters, amusement places, bathhouses, bathing beaches, air ships, motor vehicles and other vehicles for the transportation of passengers and freight, but not as a common carrier; and to conduct any lawful form of advertising in connection with any of its businesses.

To act as agent or broker for insurance companies (selling any kind of insurance) and surety and indemnity companies.

In general and in connection with the foregoing, the corporation may carry on any business, manufacturing or otherwise, and have and exercise all the powers conferred by the laws of

the State of Florida upon corporations organized under its statutes; and it is further hereby specifically provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the general powers of this corporation.

Article IV - Capital Stock

The maximum number of shares of stock the Corporation is authorized to have outstanding at any time shall be 1000 shares, common stock, no par value.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the same price at which it is offered to others.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1024 N.W. Spruce Ridge Drive, Stuart, Florida 34994, and the name of the initial registered agent of this Corporation at that address is **VERA JOHNSTON**.

Article VII - Principal Office and Mailing Address

The Corporation's principal office and mailing address are as follows: 1024 N.W. Spruce Ridge Drive, Stuart, Florida 34994.

Article VIII - Initial Board of Directors

This Corporation shall have one (1) director initially. The number of the directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
VERA JOHNSTON	1024 N.W. Spruce Ridge Drive Stuart, FL 34994

Article IX - Incorporators

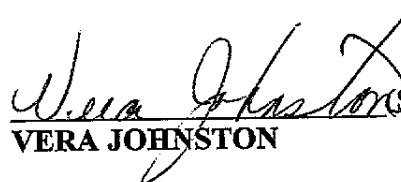
The name and address of the person subscribing to these Articles of Incorporation is
as follows:

<u>Name</u>	<u>Address</u>
VERA JOHNSTON	1024 N.W. Spruce Ridge Drive Stuart, FL 34994

Article X - Powers

The Corporation shall have all of the corporate powers enumerated in the Florida
General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 10 day of Sept, 1999.

 (SEAL)
VERA JOHNSTON

STATE OF FLORIDA

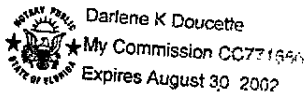
SS:

COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 10 day of Sept, 1999,
by, **VERA JOHNSTON** who is personally known to me or if not, produced
_____ as identification.

My Commission Expires:


Notary Public



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **RICK'S CUTRATE LIQUORS AND LOUNGE, INC.**, at the place designated in the Articles of Incorporation, **VERA JOHNSTON** agrees to act in that capacity and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated this 10 day of Sept, 1999


**VERA JOHNSTON,
REGISTERED AGENT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B:Rick's2.Art
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