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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

blue martini, inc.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris

Secretary of State

October 25, 1999

EMPIRE

SUBJECT: BLUE MARTINI, INC.
REF: W99000024479

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

ARTICLE VII NO DIRECTOR LISTED,,

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION

BLUE MARTINI, INC.

ARTICLE I

The name of this corporation shall be **Blue Martini, Inc.**

ARTICLE II

The purpose of this corporation shall be to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

The term of this corporation shall be perpetual.

ARTICLE IV

This corporation shall have the authority to issue (1,000) One Thousand shares of common stock of \$1.00 par value.

ARTICLE V

The street address of the initial principal office shall be **1901 W. Cypress Creek Road, Fort Lauderdale, FL 33309-1864.**

ARTICLE VI

This corporation shall have one director. The corporation is authorized to have as little as one (1) and as many as seven (3) Directors without amending the Articles of Incorporation. Adding any number of Directors over three (1) shall be decided by the single director or by a consensus of the directors present and voting at any Director's meeting called for the purpose of such a decision.

ARTICLE VII

The first Board of Directors shall consist of:

Mark E. Vasu

1901 W. Cypress Crk Rd, Ste. 406
Ft. Lauderdale, FL 33309-1864

This document prepared by:

LAW OFFICE OF
RICHARD G. CHOSID, ESQUIRE FBN 013432
1901 W. Cypress Creek Road, Suite 406
Fort Lauderdale, Florida 33334-1864

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ARTICLE VIII

The incorporator of this corporation is:

Mark E. Vasu
1901 W. Cypress Crk Rd, Ste. 406
Ft. Lauderdale, Fl 33309-1864

who has subscribed to Original (400) shares of stock.

ARTICLE IX

The incorporator(s) of this corporation may act as the first Board of Directors and shall have the authority to designate the parties to be the President, Secretary and Treasurer of the company unless or until modified by the Board of Directors and recorded in the By-Laws of the company. At the direction of the incorporator(s) and later the Board of Directors, an individual may hold more than one office with the corporation. The same person may be both President, Secretary and Treasurer.

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

Directors shall have the authority to fix the compensation unless otherwise provided in the Articles of Incorporation or Bylaws.

Members of the Board of Directors may participate in regular, special and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law, however upon notice by the Board of Directors, special meetings of the board of directors may require actual attendance in fact in person by each of the directors.

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, or person exercising powers or duties of a director, to the full extent now or hereinafter permitted by law. Said indemnification may be established in the manner set out and provided for in the bylaws of this corporation, however no special provision need be made for this provision to apply.

CORPORATE

SEAL

Incorporator

Mark E. Vasu

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CERTIFICATE OF DESIGNATION**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:

BLUE MARTINI, INC..

2. The name and street address of the initial Registered Office and Initial Registered Agent at that office are:

Richard G. Chosid, Esq.
1901 W. Cypress Creek Road, Suite 406
Fort Lauderdale, FL 33309-1864

SIGNATURE

Mark E. Vasu, President

TITLE: PRESIDENT

DATE: October 21, 1999

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STATE OF FLORIDA
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.

SIGNATURE

Richard G. Chosid, Esq.

DATE: October 21, 1999

Law Office of
RICHARD G. CHOSID, ESQUIRE
1901 W. Cypress Creek Road, Suite 406
Fort Lauderdale, Florida 33334-1864

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