

P99000103808

November 19, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

300003054233--3
-11/24/99--01064--005
1 ****122.50 *****78.75

Re: New Incorporation

EFFECTIVE DATE
11-19-99

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation of VENUE 46, INC. and a check for \$122.50. Please forward the corporate charter, when issued, to:

VENUE 46, INC.
46 Arlington Rd. S.
Jacksonville, Florida 32216

FILED
99 NOV 24 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VENUE 46, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is VENUE 46, INC. and its principal place of business is located at 46 ARLINGTON RD. S., JACKSONVILLE, FLORIDA 32216.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 dollars (\$1.00) per share, which shares shall be and hereby designated as "Common Shares".

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on NOVEMBER 19, 1999.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 3616 Emerson Street, Jacksonville, Florida, 32207, and the name of the initial registered agent of this corporation is Colleen Banks. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) Director initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below ONE (1). The name and address of the initial Directors of this corporation are as follows:

NAME

ADDRESS

Gina Cavallo

228 South Street
Neptune Beach, Florida 32266

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME

ADDRESS

Gina Cavallo

228 South Street
Neptune Beach, Florida 32266

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for

the corporation pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX

PRE-EMPTIVE RIGHTS

Each shareholder, upon the issuance of any additional stock or other type of security of the Corporation which is either equitable in nature or convertible into any security of stock which is equitable in nature, shall have the right to purchase his pro rate share thereof at the price at which such stock or other security is offered to others, which price may be in excess of par.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 19th day of November, 1999.

 (SEAL)
Gina Cavallo

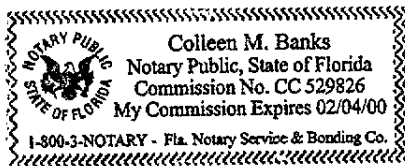
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of

November, 1999 by Gina Cavallo, as President of VENUE 46, INC., a Florida Corporation, on behalf of the corporation. He is/is not personally known to me and did/did not take an oath.

Identification provided: _____



Colleen M. Banks
Notary Public (Signature)

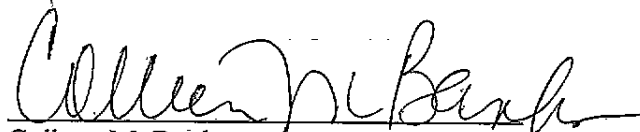
COLLEEN M. BANKS
Printed Name of Notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, VENUE 46, INC.
desiring to organize under the laws of the State of Florida with its initial registered office,
as indicated in its Articles of Incorporation, being located at 3616 Emerson Street,
Jacksonville, Florida, 32207, Florida has designated Colleen M. Banks as its initial
registered agent to accept service of process within this state, and has designated as its
initial registered office the following address: 3616 Emerson Street, Jacksonville, Florida,
32207.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned,
having been designated as the initial Registered Agent for the service of process within the
State of Florida upon VENUE 46, INC., a corporation organized under the laws of the
State of Florida, does hereby accept the appointment as such Registered Agent for the
above-named corporation, and does hereby agree to comply with the provisions of Section
48.091(2) relative to keeping open the Registered Office of said corporation, which
Registered Office is located at 3616 Emerson Street, Jacksonville, Florida, 32207.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my
hand and seal at Jacksonville, Duval County, Florida, on this 19th day of November,
1999.



Colleen M. Banks as
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA