

CORPORATION SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0101 FAX

F95000000702

CSC networks

MAIL TO
P.O. Box 5028
TALLAHASSEE, FL 32311

ACCOUNT NO. : 02100000012

REFERENCE : 541509 82150A

AUTHORIZATION : *Patricia Payne*

COST LIMIT : \$ 122.50

ORDER DATE : February 10, 1995

ORDER TIME : 10:58 AM

ORDER NO. : 541509

XXXXXXXXXXXXXXXXXXXX

CUSTOMER NO: 82150A

CUSTOMER: MR. JOHN M. SHELDON
XL CORPORATE SERVICES

62 WHITE STREET

New York, NY 10013

DOMESTIC FILING *via a. bar bus*

NAME: ST. PETE RESTAURANT SERVICES CORPORATION

5/10

RECEIVED IN 7/11/97
SERVICES, INC.
CORPORATION

XXXXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XXXXX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN B. BAKER

EXAMINER INITIALS

APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. The name of the corporation is:
St. Pete Restaurant Services Corporation
2. The corporation is incorporated under the laws of
The State of New York.
3. The Federal Employer Identification Number is: **13-380-2837**
4. The date of incorporation is **December 9, 1994.**
5. The date corporation first transacted business in Florida is
Not Applicable.
6. The address of the principal office of the corporation is:
**1251 Avenue of the Americas
New York, New York 10116**
7. The name and street address of the registered agent in Florida
is:
**XL CORPORATE SERVICES, INC.
4435 Old Winter Garden Road
Orlando, Florida 32802**
8. The nature of the business to be transacted in Florida is:
**To hold liquor license for St. Petersburg Beach Holiday Inn Sunspree
Resort, St. Petersburg Beach, Florida**
9. The names and addresses of the officers of the corporation are
as follows:

Names of Officers

Specific Addresses

**Wendell Clarke
President, Secretary, and Treasurer
1251 Avenue of the Americas
New York, New York 10116**

**Kenneth Cohen
Vice President
1251 Avenue of the Americas
New York, New York 10116**

OFFICE OF THE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10. The names and addresses of the directors of the corporation are as follows:

<u>Names of Directors</u>	<u>Specific Addresses</u>
Wendell Clarke	1251 Avenue of the Americas New York, New York 10116
Kenneth Cohen	1251 Avenue of the Americas New York, New York 10116

11. I am familiar with and accept the obligations provided for in s.607.325.

Acceptance by the Registered Agent:

Marc D. Moel
 By: Marc D. Moel, Esq.
 Assistant Secretary
 For: XL CORPORATE SERVICES, INC.

12. The total authorized shares, itemized by class and their par value are as follows:

<u>Shares</u>	<u>Class</u>	<u>Par Value of Shares</u>
200	Common	No par value

Wendell Clarke
 Wendell Clarke
 Secretary

Wendell Clarke
 Wendell Clarke
 President

STATE OF New York

COUNTY OF Orange

The foreign instrument was acknowledged before me this 7 day of February, 1995, by the officer holding the title of President of St. Pete Restaruant Services Corporation(a corporation formed under the laws of the State of New York), on behalf of the corporation.

Nancy Mallm Morton
Notary Public

NANCY MALLM MORTON
 Notary Public, State of New York
 No. 01MO4934097
 Qualified in New York County
 Commission Expires June 13, 1996

SECRETARY
 STATE OF NEW YORK
 OFFICE OF THE
 CLERK OF THE
 STATE

State of New York)
Department of State) ss:

I hereby certify, that the certificate of incorporation of ST. PETE RESTAURANT SERVICES CORPORATION was filed on 12/09/1994, with perpetual duration, and that I have made a diligent examination of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, I find no such certificate, order or record, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

I further certify, that no other certificates have been filed by such corporation.

...

Witness my hand and the official seal
of the Department of State at the City
of Albany, this 06th day of February
one thousand nine hundred and
ninety-five.

Alexander F. Trenchard

Secretary of State

199502070244

FILED
SECRETARY OF STATE
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