

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION

DEPOSIT TREAS. REC.

DATE

D383 #4964111 OCT 07 '96

1. LEGAL NAME OF THE APPLICANT

CONTEMPORARY JAZZ LOUNGE INC.

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS

CONTEMPORARY JAZZ LOUNGE INC.

961204-TC

3. ADDRESS OF THE APPLICANT(S)

STREET

9850 INTERSTATE CTR. DR.

CITY

JACKSONVILLE, FLA. 32218

STATE & ZIP

FLORIDA 32218

4. TYPE OF ORGANIZATION (CHECK ONE)

A. INDIVIDUAL DOING BUSINESS UNDER HIS/HER:  
OWN NAME.

[ ]

DOCUMENTATION: No other documentation needed.

B. PARTNERSHIP:

[ ]

DOCUMENTATION: Attach a copy of the partnership agreement, and a list with the name and address of all partners.

C. CORPORATION:

[]

DOCUMENTATION: Attach proof that articles of incorporation have been filed with the Florida Secretary of State's Office. If incorporated outside of Florida, attach proof from the Florida Secretary of State that applicant has authority to operate in Florida and provide name and address of Florida Registered Agent.

NAME

CONTEMPORARY JAZZ LOUNGE INC.

ADDRESS

9850 INTERSTATE CTR. DR.

JACKSONVILLE, FLA. 32218

D. DOING BUSINESS UNDER A FICTITIOUS NAME:

[ ]

DOCUMENTATION: Attach proof that fictitious name has been registered with the Florida Secretary of States Office.

DOCUMENT NUMBER-DATE

10667 OCT-7 96

FPSC-RECORDS/REPORTING

5. PROVIDE NAME, TITLE, AND TELEPHONE NUMBER OF THE INDIVIDUAL WHO IS RESPONSIBLE FOR COMMISSION CONTACTS:

NAME: L. Emory White  
TITLE: PRESIDENT  
PHONE: 904-765-1508

6. HAS APPLICANT OR ANY SUBSIDIARY, PARTNER, OFFICER, DIRECTOR, ETC., OR IN THE CASE OF A CLOSELY HELD CORPORATION ANY SHAREHOLDER OF THE APPLICANT EVER BEEN GRANTED OR DENIED A PAY TELEPHONE CERTIFICATE IN THE STATE OF FLORIDA? THIS INCLUDES ACTIVE AND CANCELLED PAY TELEPHONE CERTIFICATES.

NO

7. IF THE ANSWER TO QUESTION 6 IS YES, PLEASE EXPLAIN AND LIST THE CERTIFICATE HOLDER AND CERTIFICATE NUMBER.

N/A

8. LIST THE STATES IN WHICH THE APPLICANT:

A. IS CURRENTLY PROVIDING PAY TELEPHONE SERVICE

NONE

B. HAS APPLICATIONS PENDING TO BE CERTIFICATED AS A PAY TELEPHONE PROVIDER.

NONE

C. HAS BEEN DENIED AUTHORITY TO OPERATE AS A PAY TELEPHONE PROVIDER. EXPLAIN CIRCUMSTANCES.

NONE

D. HAS HAD REGULATORY PENALTIES IMPOSED FOR VIOLATIONS OF TELECOMMUNICATIONS STATUTES. EXPLAIN CIRCUMSTANCES.

NONE

9. PLEASE INDICATE IF ANY OFFICERS OF THE CORPORATION, PARTNERSHIP OR INDIVIDUAL APPLICANT HAVE BEEN ADJUDGED BANKRUPT, MENTALLY INCOMPETANT, OR FOUND GUILTY OF ANY FELONY OR OF ANY CRIME, OR WHETHER SUCH ACTIONS MAY RESULT FROM PENDING PROCEEDINGS.

NONE

10. PLEASE CHECK THE SERVICES THAT WILL BE PROVIDED:

LOCAL  
LONG DISTANCE  
COIN  
CALLING CARD  
CREDIT CARD  
OTHER, DESCRIBE

[  
[  
[  
[  
[  
[  
[

11. PROPOSED NUMBER OF PAY TELEPHONE INSTRUMENTS THE APPLICANT PLANS TO PLACE IN THE FIRST YEAR: 2

12. HOW DOES THE APPLICANT INTEND TO SERVICE AND MAINTAIN EACH PAYPHONE?

PERSONALLY  
FULL-TIME TECHNICIAN  
PART-TIME TECHNICIAN  
SERVICE/REPAIR/MAINTENANCE CONTRACT  
OTHER, DESCRIBE

[ ]  
[ ]  
[ ]  
[  
[ ]

13. WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL PROVIDE ACCESS TO ALL LOCALLY AVAILABLE LONG DISTANCE CARRIERS VIA IOXXX+0, 950-XXXX, AND 1-800? (See Rule 25-24.515(6), F.A.C.)

YES

14. WILL EACH OF THE PAY TELEPHONES WHICH YOU PLAN TO INSTALL CONFORM TO SUBSECTIONS 4.29.2 - 4.29.4 and 4.29.7 - 4.29.8 OF THE AMERICAN NATIONAL STANDARDS SPECIFICATIONS FOR MAKING BUILDINGS AND FACILITIES ACCESSIBLE AND USABLE BY PHYSICALLY HANDICAPPED PEOPLE (ATTACHMENT F)? (See Rule 25-24.515(14), F.A.C.)

YES

I, THE UNDERSIGNED OWNER OR OFFICER OF THE ABOVE NAMED ENTITY, HAVE READ THE FOREGOING AND DECLARE THAT TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE INFORMATION IS A TRUE AND CORRECT STATEMENT. I AM AWARE THAT PURSUANT TO s. 837.06, FLORIDA STATUTE, WHOEVER KNOWINGLY MAKES A FALSE STATEMENT IN WRITING WITH THE INTENT TO MISLEAD A PUBLIC SERVANT IN THE PERFORMANCE OF HIS OFFICIAL DUTY SHALL BE GUILTY OF A MISDEMEANOR OF THE SECOND DEGREE. I WILL COMPLY WITH ALL CURRENT AND FUTURE COMMISSION REQUIREMENTS REGARDING THE PAY TELEPHONE SERVICE. I UNDERSTAND THAT A NON-REFUNDABLE APPLICATION FEE OF \$100 MUST ACCOMPANY THE APPLICATION. ALSO, I UNDERSTAND THAT I AM REQUIRED TO PAY A REGULATORY ASSESSMENT FEE (MINIMUM \$50.00 PER CALENDAR YEAR), FILE AN ANNUAL PAY TELEPHONE SERVICE REPORT, AND PAY GROSS RECEIPTS TAX. FURTHERMORE, I AGREE TO KEEP THE COMMISSION ADVISED OF ANY CHANGES IN THE NAMES OR ADDRESSES LISTED ABOVE WITHIN TEN (10) DAYS OF THE CHANGE.

  
\_\_\_\_\_  
(SIGNATURE OF OWNER/CHIEF OFFICER OF APPLICANT)

DATE: 9-30-96

APPLICANT ACKNOWLEDGEMENT CARD

Applicant CONTEMPORARY JAZZ LOUNGE, INC.

I acknowledge receipt and understanding of the Florida Public Service Commission's Rules and Requirements relating to my provision of Pay Telephone Service.

Signature L. Emory V. Bell

Title PRESIDENT

Date 9-30-96

THIS MUST BE COMPLETED AND RETURNED WITH THE APPLICATION BEFORE THE CERTIFICATION PROCESS BEGINS. FAILURE TO DO SO WILL RESULT IN A DELAY OF THE CERTIFICATE BEING ISSUED.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 10, 1996

RONALD R. AUSTIN, ESQ.  
1400 PRUDENTIAL DR, SUITE 3  
JACKSONVILLE, FL 32207

The Articles of Incorporation for CONTEMPORARY JAZZ LOUNGE, INC. were filed on July 9, 1996 and assigned document number P96000057959. Please refer to this number whenever corresponding with this office regarding the above corporation.

PLEASE NOTE: COMPLIANCE WITH THE FOLLOWING PROCEDURES IS ESSENTIAL TO MAINTAINING YOUR CORPORATE STATUS. FAILURE TO DO SO MAY RESULT IN DISSOLUTION OF YOUR CORPORATION.

**A CORPORATION ANNUAL REPORT MUST BE FILED WITH THIS OFFICE BETWEEN JANUARY 1 AND MAY 1 OF EACH YEAR BEGINNING WITH THE CALENDAR YEAR FOLLOWING THE YEAR OF THE FILING DATE NOTED ABOVE AND EACH YEAR THEREAFTER. FAILURE TO FILE THE ANNUAL REPORT ON TIME MAY RESULT IN ADMINISTRATIVE DISSOLUTION OF YOUR CORPORATION.**

**A FEDERAL EMPLOYER IDENTIFICATION (FEI) NUMBER MUST BE SHOWN ON THE ANNUAL REPORT FORM PRIOR TO ITS FILING WITH THIS OFFICE. CONTACT THE INTERNAL REVENUE SERVICE TO INSURE THAT YOU RECEIVE THE FEI NUMBER IN TIME TO FILE THE ANNUAL REPORT. TO OBTAIN A FEI NUMBER, CONTACT THE IRS AT 1-800-829-3676 AND REQUEST FORM SS-4.**

**SHOULD YOUR CORPORATE MAILING ADDRESS CHANGE, YOU MUST NOTIFY THIS OFFICE IN WRITING, TO INSURE IMPORTANT MAILINGS SUCH AS THE ANNUAL REPORT NOTICES REACH YOU.**

Should you have any questions regarding corporations, please contact this office at the address given below.

Pamela Hall, Document Specialist  
New Filings Section

Letter Number: 496A00033640

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

ARTICLES OF INCORPORATION  
OF  
CONTEMPORARY JAZZ LOUNGE, INC.

FILED  
95 JUL -3 11 01 54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Contemporary Jazz Lounge, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of the operation of a jazz musical entertainment lounge engaging in any lawful act or activity for which corporations may be organized under the laws of the State Of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by laws of the State Of Florida.

ARTICLE IV. CAPITAL STOCK

- A. This corporation shall have the authority to issue 1000 shares of no par value capital stock.
- B. The designations, voting powers, references and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
1. The holders of the no par value are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board Of Directors.
  2. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of preferred stock, if any, such stock shall be authorized herein and issued, the

Articles Of Incorporation Of Contemporary Jazz Lounge, Inc.



holders of no par value shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of no par value held by them respectively. The Board Of Directors may distribute in kind to the holders of no par value such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of no par value. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation nor winding up of the corporation for the purposes of this paragraph.

3. Any person, upon becoming the owner or holder of any shares of the no par value or other securities having voting rights issued by this corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State Of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons, if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

## ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

## ARTICLE VII. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

A. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board Of Directors, except as otherwise herein provided or reserved to the holders of no par value. In furtherance and not in limitation of the general and specific powers and rights granted and conferred by the applicable provisions of the laws of Florida, the Board of Directors expressly authorized:

1. To make, alter or repeal the Bylaws of the corporation.
2. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any reserve in the manner in which it was created.

Articles Of Incorporation Of Contemporary Jazz Lounge, Inc.

3. By a majority of the whole board, to designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Bylaws may provide that in the absence or disqualification of a member of a meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board Of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board Of Directors, or in the Bylaws of the corporation, shall have and may exercise all the powers and authority of the Board Of Directors in the management of the business and affairs of the corporation to the extent permitted by the applicable provisions of the laws of Florida, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the powers or authority in reference to amending the Articles of Incorporation, adopting an agreement of merger or consolidation, recommending to the shareholders the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the shareholders a dissolution of the corporation or a revocation of a dissolution, or amending the Bylaws of the corporation; and, unless the resolution of Bylaws expressly so provide, no such committee shall have the power or authority to declare a dividend or to authorize the issuance of stock.
  4. When and as authorized by the shareholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board Of Directors shall deem expedient and for the best interests of the corporation.
- B. 1. As indicated above, the number of members of the Board Of Directors may be increased from time to time, as provided in this corporation's bylaws, but (subject to vacancies) in no event may there be less than one director. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board Of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows: Emory White, 9850 Interstate Center Dr., Jacksonville, Florida.

#### **ARTICLE VIII. DIRECTOR & SHAREHOLDER ACTION BY CONSENT**

Any corporate action upon which a vote of directors (or a committee thereof) or shareholders is required or permitted may be taken without a meeting or vote of directors or shareholders with the written consent of all directors or shareholders having not less than a majority of all of the stock entitled to vote upon the action if a meeting were held; provided, that in no case shall the written consent by holders have less than the minimum percent of the vote required by statute for the proposed corporate action and provided that prompt notice be given to all directors and shareholders of the taking of corporate action without a meeting and by less than unanimous written consent.

#### **ARTICLE IX. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office shall be: 9850 Interstate Center Drive, Jacksonville, Florida. The address of this corporation's registered agent shall be: 1400 Prudential Drive, Suite 3, Jacksonville, Florida 32207.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Ronald R. Austin.

#### **ARTICLE XI. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator is: Emory White, 9850 Interstate Center Drive, Jacksonville, Florida.

ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation. TALLAHASSEE, FLORIDA

Emory White  
Emory White - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of Contemporary Jazz Lounge, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Contemporary Jazz Lounge, Inc.

Ronald R. Austin  
Ronald R. Austin - Registered Agent

State Of Florida  
County Of Duval

On July 1, 1996, Ronald R. Austin, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Contemporary Jazz Lounge, Inc.

Tajuana D. Miles  
Notary Public

Tajuana D. Miles  
(Notary Public - Printed Or Typed Name)



TAJUANA D MILES  
My Commission CCS6170  
Expires Feb. 25, 2000

Commission Expiration Date & Commission Number: (SEAL)

961204-JC

FLORIDA PAY TELEPHONE CERTIFICATE APPLICATION DEPOSIT TRES. REC: DATE

D383 24964-111 OCT 07 '96

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CONTEMPORARY JAZZ LOUNGE INC.

2. NAME UNDER WHICH THE APPLICANT WILL DO BUSINESS  
CONTEMPORARY JAZZ LOUNGE INC.

3. ADDRESS OF THE APPLICANT(S)  
STREET 9850 INTERSTATE CTR. DR.  
CITY JACKSONVILLE, FLA. 32218  
STATE & ZIP FLORIDA 32218

4. TYPE OF ORGANIZATION (CHECK ONE)  
A. INDIVIDUAL DOING BUSINESS UNDER HIS/HER: [ ]  
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DOCUMENTATION: No other documentation needed.  
B. PARTNERSHIP: [ ]  
DOCUMENTATION: Attach a copy of the partnership agreement, and a list with the name and address of all partners.  
C. CORPORATION: [x]  
DOCUMENTATION: Attach proof that articles of incorporation have been filed with the Florida Secretary of State's Office. If incorporated outside of Florida, attach proof from the Florida Secretary of State that applicant has authority to operate in Florida and provide name and address of Florida Registered Agent.

NAME CONTEMPORARY JAZZ LOUNGE INC.  
ADDRESS 9850 INTERSTATE CTR. DR.  
JACKSONVILLE, FLA. 32218

OFFICIAL BANK OF THE JACKSONVILLE AREA  
L. EMORY WHITE  
FLD. W300-212-55-131-0  
PH: 904-765-1506  
9850 INTERSTATE CIRCLE DR.  
JACKSONVILLE, FL 32218  
2126  
63-2/630  
BRANCH 00289  
Branch Public Utility Commission \$ 100.00  
Dollars  
First Union National Bank of Florida  
JACKSONVILLE, FLORIDA  
24 HOUR INFORMATION SERVICE  
1-800-735-1012  
L. Emory White

[ ]  
been registered with