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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PAYTON & CARLSON, P.A.
SUNTRUST INTERNATIONAL CENTER
SUITE TWELVE HUNDRED
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA 33131

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June 12, 2000

VIA FEDERAL EXPRESS
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

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Attention: Articles of Incorporation Filing

Re: Constellation Nightclub, Inc.

Dear Sir or Madam:

Enclosed for filing you will please find an original and one copy of the Articles of Incorporation for Constellation Nightclub, Inc., and a check in the amount of \$87.50 for the filing fee.

Also enclosed is a self-addressed stamped envelope. Please furnish our office with a copy for our files. Thank you very much.

Sincerely yours,

Curtis Carlson

CC: rml
Enclosures

PH 6/19/00-

ARTICLES OF INCORPORATION
OF
CONSTELLATION NIGHTCLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, subscribe and acknowledge, and file with the Department of State of the State of Florida these Article of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name and principal address of this corporation shall be Constellation Nightclub, Inc. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the address of the principal office of the Corporation is Suite 1200, One Southeast Third Avenue, Miami, FL 33131.

ARTICLE III - PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is 1,000 and such shares are to consist of one class only, namely Common Stock, and the par value of each of the shares shall be \$1.00. Each share of Common Stock shall entitle the holder thereof to one vote on each matter to be voted on at any meeting of shareholders. In the election of

directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election. No shareholder of this corporation shall have any preemptive and preferential rights.

ARTICLE V - REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be Suite 1200, One Southeast Third Avenue, Miami, Florida 33131, and the name of its initial registered agent at such address shall be Curtis Carlson.

ARTICLE VI - BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the shareholders or by the corporate by-laws.

ARTICLE VII - CORPORATE EXISTENCE

The Corporation shall have perpetual existence and shall become effective upon the filing of these articles with the Secretary of State.

ARTICLE VIII- INCORPORATOR

The name and address of each incorporator is as follows: Curtis Carlson, Suite 1200, One Southeast Third Avenue, Miami, Florida 33131.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend, or repeal the by-laws of this corporation, or to adopt new by-laws, shall be vested in the Shareholders of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, have executed these

