

Document Number Only

PO00000 86215

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-09/12/00--01046--003
*****70.00 *****70.00

CORPORATION(S) NAME

FL Holding Co., Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

FILED
00 SEP 12 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FL 32301

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

09/12/00

RECEIVED
00 SEP 12 AM 11:13
DIVISION OF CORPORATION

T. SMITH SEP 12 2000

ARTICLES OF INCORPORATION
OF
FL HOLDING CO., INC.

FILED
00 SEP 12 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the corporation is FL Holding Co., Inc.

SECOND: The street address of the initial principal office, and, if different, the mailing address of the corporation is Pointe Orlando Shopping Center, International Drive at Republic Drive, Store #E1/E2, Orlando, Florida 32819.

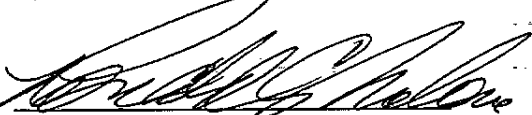
THIRD: The number of shares the corporation is authorized to issue is One Thousand and no/100 (1,000).

FOURTH: The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

FIFTH: The name and address of the person who is to serve as initial director is Ronald C. Malone, 15875 N. Greenway-Hayden Loop, Suite 112, Scottsdale, Arizona 85260.

SIXTH: The name and address of the sole incorporator is Ronald C. Malone, 15875 N. Greenway-Hayden Loop, Suite 112, Scottsdale, Arizona 85260.

SEVENTH: Any other provision required or permitted by law is ownership and operation of a nightclub and entertainment facility.



Ronald C. Malone

8-29-00
Date

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

C T Corporation System

By Vickie M. Prince

Vickie M. Prince, Asst. Secy.

September 11, 2000
Date