

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.
CAPRI NIGHTLIFE MANAGER, INC.

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ARTICLES OF INCORPORATION
FOR
CAPRI NIGHTLIFE MANAGER, INC.

The undersigned, acting as incorporator under the Florida Business Corporation Act, adopts the following Articles of Incorporation for CAPRI NIGHTLIFE MANAGER, INC.

1. The name of the corporation is CAPRI NIGHTLIFE MANAGER, INC.
2. The principal office address of the corporation is 515 E. Las Olas Blvd., Suite 1050, Fort Lauderdale, Florida 33301.
3. The mailing address of the corporation is 515 E. Las Olas Blvd., Suite 1050, Fort Lauderdale, Florida 33301.
4. The corporation shall have authority to issue 7,500 shares of stock, all of one class with a par value of \$.01 per share.
5. The corporation's initial registered office is: 2200 NW Corporate Boulevard, Suite 401, Boca Raton, Florida 33431. The name of the corporation's initial registered agent at this office is HCRM Corp.

6. The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States or of the State of Florida.

7. The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
HCRM Corp.	2200 NW Corporate Boulevard Suite 401 Boca Raton, Florida 33431

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8. The effective date of the corporate existence pursuant to section 607.0203 of the Florida Statutes shall be April 20, 2005, provided such date is within five (5) business days prior to the date of filing.

Executed and subscribed at Boca Raton, Florida on April 20, 2005.

HCRM Corp., as Incorporator

By:

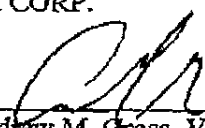

Andrew M. Gross, Vice President

ACCEPTANCE OF REGISTERED AGENT

HCRM CORP. hereby accepts the above appointment as registered agent of CAPRI NIGHTLIFE MANAGER, INC. and acknowledges that it is familiar with the obligations of that position.

HCRM CORP.

By:


Andrew M. Gross, Vice President

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