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*****78.75 *****78.75

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

Subject: Lady Luck Social Club, Inc.

Enclosed please find two original copies of the articles of incorporation and a check for \$78.75 (Filing fee & Certificate). Please return a certified copy.

If you have any questions, please contact Steve at Lewis Consulting Group, Inc.

99 JAN 11 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1-12-99
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"Opening The Door To Your Financial Future"

10825-B Northwest 27th Avenue
Miami, Florida 33167
(305) 769-9333

168 Bacampoint Road
Pahokee, Florida 33476
(561) 924-3377

ARTICLES OF INCORPORATION

of

LADY LUCK SOCIAL CLUB, INC.
(A Florida not- for-profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I **NAME**

The name of this corporation shall be Lady Luck Social Club. (hereinafter called the "Corporation").

Article **PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is:
10829 NW 27 Ave Miami, Florida 33167.

Article III **PURPOSE**

This Corporation is a not-for-profit corporation, organized as a social club within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, and for the purpose of creating a socially conscious environment where disadvantage minority members of the Miami community. This club is organized for the pleasure and recreation of all its members and affiliates. This Corporation is to be affiliated with and governed by the National Association of Social Clubs.

The Corporation may also engage in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and the Internal Revenue Code of 1986, as amended or corresponding future provisions of the federal tax law. To these ends, the Corporation may engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes.

Article IV **MEMBERSHIP**

This Corporation shall be a membership organization. All matters relating to members, including the number, qualification and voting rights, shall be set forth in the Bylaws of the Corporation.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 10825B NW 27th AVE Miami, Florida 33167, and the name of the Corporation's initial Registered agent at that address is Steve C. Lewis.

Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The manner of election and number of directors shall be established in accordance with the Bylaws of the Corporation. The names and addresses of the directors are as follows:

Willis Johnson
3035 NW 59th Street
Miami, Florida 33142

Andre Williams
3035 NW 59th Street
Miami, Florida 33142

Luis Sanchez
10829 NW 27th Ave
Miami, Florida 33167

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Willis Johnson
3035 NW 59th Street
Miami, Florida 33142

Article VIII
DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Sections 501(c)(3) or 501(c)(7) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the district or county in which the principal office of the Corporation is then located, exclusively for such purposes or to

such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of any of its purposes. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 198, as amended (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 1 day of January, 1999.

Willis Johnson
Willis Johnson, Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Lady Luck Social Club, a Florida not-for-profit corporation, desiring to organize under the laws of the State of Florida, has named Willis Johnson, located at 10825B NW 27 Avenue, Miami, Florida 33167, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 8 day of January, 1999

Steve C. Lewis

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TALLAHASSEE, FLORIDA