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ACCOUNT NO. : 072100000032

REFERENCE : 534656 98043A

AUTHORIZATION :

COST LIMIT : \$ 70

Patricia Pugh

ORDER DATE : December 30, 1999

ORDER TIME : 3:03 PM

ORDER NO. : 534656-005

300003085869--1

CUSTOMER NO: 98043A

CUSTOMER: Howard Comart, Cpa
COMART & KOPPEL, CPA'S LLP
COMART & KOPPEL, CPA'S LLP
450 7th Avenue

New York, NY 10123-2107

DOMESTIC FILING

NAME: DUVAL STREET ENTERTAINMENT
CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -3 PM 1:00

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RECEIVED
00 JAN -3 AM 11:22
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JAN -3 PM 1:00

ARTICLES OF INCORPORATION

OF

DUVAL STREET ENTERTAINMENT CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DUVAL STREET ENTERTAINMENT CORP.

The address of the principal office of this corporation shall be 227 Duval Street, Key West, Florida 33040, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Robert W. Matherson
Dir.

227 Duval Street,
Key West, Fl 33040

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

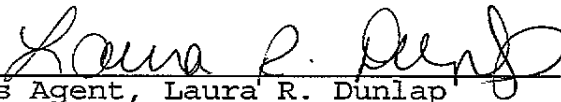
00 JAN -3 PM 1:00

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

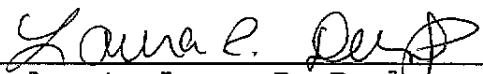
Corporation Service Company
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these
Articles of Incorporation on December 30, 1999.


Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Laura R. Dunlap
Authorized Service Representative
Corporation Service Company

MMC/CARRIE VAUGHT