CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 324-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 16, 2000

CAPITAL CONNECTION, INC. 417 E. VIRGINIA ST. TALLAHASSEE, FL 32302

SUBJECT: CLUB XES, INC. Ref. Number: W00000004264

We have received your document for CLUB XES, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten Document Specialist

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Letter Number: 900A00008208

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

Club Xes of Daytona, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

138 Palm Coast Parkway, NE Suite 174 Palm Coast, FL 32137

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Michael Purkhardt 138 Palm Coast Parkway, NE, Suite 174 Palm Coast, FL 32137

ARTICLE V INCORPORATOR

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

Michael Purkhardt 138 Palm Coast Parkway, NE, Suite 174 Palm Coast, FL 32137

Signature/Incorporator

2/15/2000

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

Signature/Registered Agent

_ 2/15/2000

Date

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