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LAW OFFICE OF
TERRY J. FORMAN

1521 S.W. LEJEUNE ROAD

P.O. Box 14-1156

CORAL GABLES, FL 33114-1156

TERRY J. FORMAN

TELEPHONE (305) 443-7318

FACSIMILE (305) 444-8119

August 16, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-08/17/00--01073--014
****122.50 *****78.75

VIA FEDERAL EXPRESS # 8161 1510 2057

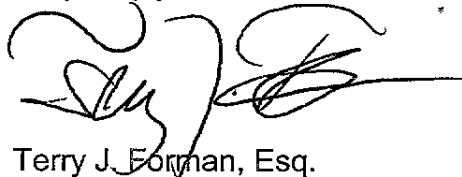
RE: MAGNUM LOUNGE, INC.

Dear Sir or Madam,

Enclosed for your attention please find Articles of Incorporation for the above corporation, together with a check for \$122.50, covering filing fees.

Thank you for your prompt attention to this matter.

Very truly yours,



Terry J. Forman, Esq.

Encl.
TJF:wp

FILED
00 AUG 17 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FL 32399

8-23
WC

ARTICLES OF INCORPORATION

OF

MAGNUM LOUNGE, INC.

ARTICLE I.

The name of this Corporation is:

Magnum Lounge, Inc.

ARTICLE II.

This Corporation shall exist in perpetuity commencing August 16, 2000.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 1,500 shares of \$1.00 par value common stock, which shall be designated as "Common Shares."

ARTICLE V.

SECTION I.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

SECTION II.: VOTING RIGHTS

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

FILED
00 AUG 17 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII.

The street address of the principal place of business of this Corporation is:

709 NE 79th Street
Miami, Florida 33138

and the name and address of the initial registered office and agent of this Corporation is:

TERRY J. FORMAN
1521 SW LeJeune Road
Coral Gables, Florida 33134

ARTICLE VIII.

This Corporation shall have Two (2) Director(s), initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

DIRECTOR

Kurt Schmidt
709 NE 79th Street
Miami, Florida 33138

DIRECTOR

Jeffrey Landsman
709 NE 79th Street
Miami, Florida 33138

ARTICLE IX.

The names and addresses of the initial officers of this corporation shall be as follows:

PRESIDENT

Kurt Schmidt
709 NE 79th Street
Miami, Florida 33138

SECRETARY

Jeffrey Landsman
709 NE 79th Street
Miami, Florida 33138

ARTICLE X.

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

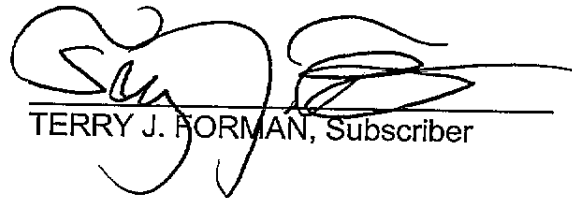
TERRY J. FORMAN
1521 SW LeJeune Road
Coral Gables, Florida 33134

ARTICLE XI.

AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16 day of August, 2000.


TERRY J. FORMAN, Subscriber

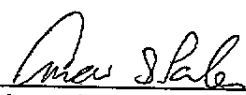
STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, and who being first duly sworn deposes and states on oath that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 16TH day of August, 2000, in the County and State aforesaid.



"OFFICIAL SEAL"
Andrew S. Parker
My Commission Expires 1/12/2004
Commission #GC901628


Andrew S. Parker
Notary Public, State of Florida
at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with Section 48.091 and 607.0501(3), Florida Statutes, the following is submitted:

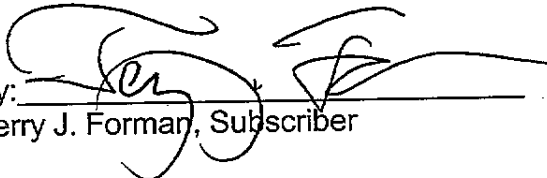
First that, **MAGNUM LOUNGE, INC.** desiring to organize or qualify under the laws of the state of Florida, with its principal place of business, located at 709 NE 79th Street, Miami, Florida 33138, has named TERRY J. FORMAN, whose address is 1521 SW Lejeune Road, Coral Gables, Florida 33134, as its agent to accept service of process within Florida.

DATED: August 16, 2000

By: 
Terry J. Forman, Subscriber

Having been named to accept service of process for **MAGNUM LOUNGE, INC.**, at the place designated in this certificate, I hereby agree to act in this capacity, and I am familiar with and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: August 16, 2000

By: 
Terry J. Forman, Subscriber

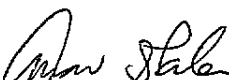
STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

BEFORE ME, the undersigned authority, personally appeared Terry J. Forman, who is personally known to me, who being first duly sworn deposes and states on oath that he executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 16TH day of August, 2000, in the County and State aforesaid.



"OFFICIAL SEAL"
Andrew S. Parker
My Commission Expires 1/12/2004
Commission #CC901628


Andrew S. Parker
Notary Public, State of Florida
at Large

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TALLAHASSEE
SECRETARY OF STATE