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HOWARD P. NEWMAN
Attorney at Law

FILED

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North Palm Beach, Florida 33408
Tel. (561) 630-4858 • Fax (561) 626-4110
OCT -9 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 5, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Re: Gilley's Country Western Nightclub, Inc.

Gentlemen:

Please find 2 original and one copy of Certificate of Incorporation for Gilley's Country Western Nightclub, Inc., along with my check in the amount of \$78.75. If you need anything further please feel free to call.

Very truly yours,



HOWARD P. NEWMAN

HPN:md

Enclosure

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ARTICLES OF INCORPORATION

OF

GILLEY'S COUNTRY WESTERN NIGHTCLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is GILLEY'S COUNTRY WESTERN NIGHTCLUB, INC. The principal office and mailing address is:

772 U.S. Highway One, Suite 200
North Palm Beach, Florida 33408

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of no-par value voting common stock.

ARTICLE V

The Registered Agent and street address of the initial Registered Office of this corporation in the State of Florida shall be:

Howard P. Newman
772 U.S. Highway One, Suite 200
North Palm Beach, Florida 33408

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

This corporation shall have one (1) director initially. The number of Directors may be changed from time to time by the By-Laws but shall not be less than one (1). The names and addresses of the person who is to serve as a member of the initial Board of Directors is:

Richard D. Baron, 1128 A Road, Loxahatchee, FL 33470

ARTICLE VII

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

Howard P. Newman, Esquire
772 U.S. Highway One, Suite 200
North Palm Beach, FL 33408

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders and approved at a shareholders' meeting by at least a majority of the shareholders entitled to vote, unless all of the directors and all of the shareholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has
executed the foregoing Articles of Incorporation on the 5th day
of October, 2000.



HOWARD P. NEWMAN

Title: Incorporator

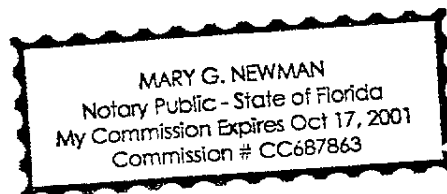
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared HOWARD P.
NEWMAN, to me known to be the person described as Incorporator and
who executed the foregoing Articles of Incorporation, and
acknowledged before me that he subscribed these Articles of
Incorporation on this 5th day of October, 2000.


Notary Public, State of Florida

My Commission Expires:



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, Florida Statutes, the following is submitted:

That GILLEY'S COUNTRY WESTERN NIGHTCLUB, INC., desiring to organize under the laws of the State of Florida, with its principal office at the County of Palm Beach, State of Florida, has named Howard P. Newman, 772 U.S. Highway One, Suite 200, North Palm Beach, Florida 33408 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 5th day of October, 2000.


HOWARD P. NEWMAN
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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