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Attorney at Law

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Mt. Dora, FL 32757

P01000000 9702

January 22, 2001

Dept. of State
Division of Corp.
P.O. Box 6327
Tallahassee, Fl. 32319-6327

Re: Articles of Incorpor.

100003574531--3
-01/25/01--01052--002
*****70.00 *****70.00

Dear Madam/Sir:

Please find enclosed the following items. One, the Original Articles of Incorporation for the incorporation of Roxie's Show Club, Inc. Second, please find enclosed a check in the amount of \$70.00 for incorporation.

If the Articles are in order, please record the original Articles and provide proof of incorporation.

Sincerely,


Jeffrey W. Wiggs, Esq.

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01 JAN 25 PM 4:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**ARTICLES OF INCORPORATION
OF
ROXIE'S SHOW CLUB, INC.**

**ARTICLE I
NAME**

The name of the corporation is ROXIE'S SHOW CLUB, INC.

**ARTICLE II
APPLICABLE LAW**

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

**ARTICLE III
DURATION**

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

**ARTICLE IV
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE V
CAPITAL STOCK**

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

AND PRINCIPAL OFFICE OF THE CORPORATION

The street and mailing address of the initial registered office of business and principal office of the Corporation is P.O. Box 782 Mt. Dora, Fl. 32756 and the initial registered agent of the Corporation at that address is Jeffrey W. Wiggs, 411 N. Donnelly St. Renaissance Bld. Ste. 300 Mt. Dora, Fl. 32757. The principal office address and the registered office address are not the same.

ARTICLE VII PREEMPTIVE RIGHTS

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX LIMITATION OF DIRECTOR LIABILITY

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

a. The director breached or failed to perform his duties as a director;
and

b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation

of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE X INITIAL BOARD OF DIRECTORS

The initial board of directors will consist of one member. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The name and address of the director comprising the initial board of directors is:

Nicholas Magrone
1524 Sylvan Dr.
Mt. Dora, Fl. 32757

ARTICLE XI
INCORPORATOR

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The name and address of the incorporator of the Corporation is: SECRETARY OF STATE
TALLAHASSEE FLORIDA

Nicholas Magrone
1524 Sylvan Dr.
Mt. Dora, FL. 32757

IN WITNESS WHEREOF, the undersigned being the incorporator of the Corporation has
executed these Articles of Incorporation this 22 day of January, 2001.

Nicholas Magrone

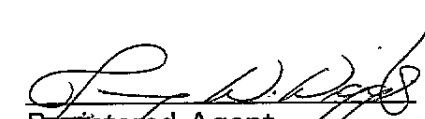


Incorporator,
initial director,
Nicholas Magrone.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated Corporation at the
place designated in the Articles of Incorporation, I hereby agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.

Jeffrey W. Wiggs


Registered Agent.