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PLEASE REPLY TO:
LAKE PLACID
SEBRING

January 15, 2002

401 DAL HALL BLVD.
LAKE PLACID, FL 33852-6561
(863) 465-2811
FAX: (863) 465-6999
E-MAIL lplaw@ct.net

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-01/18/02--01050--004
*****70.00 *****70.00

Re: Stardust Lounge, Inc.

Gentlemen:

We are enclosing the original and one copy of the proposed Articles of Incorporation for Stardust Lounge, Inc. Please approve and file the original, file stamp the copy and return it to us along with the charter number.

Enclosed is our check for your charges as follows:

Filing fee for Articles of Incorporation	\$ 35.00
Filing Registered Agent's Certificate	<u>35.00</u>
Total	<u>\$ 70.00</u>

If anything further is required, please contact me.

Sincerely yours,

Mike Swaine
J. Michael Swaine

FILED
02 JAN 18 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMS:tw
Enclosures

SIGNED IN MR. SWAINE'S ABSENCE
TO AVOID DELAY IN MAILING

CB 1-23

ARTICLES OF INCORPORATION

OF

STARDUST LOUNGE, INC.

FILED

02 JAN 18 PM 12:55

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

STARDUST LOUNGE, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is:

1. To engage in every aspect and phase of the business of owning and operating a lounge and to engage in every aspect and phase of related businesses.
2. To engage in every aspect and phase of the business of investing and reinvesting in real, tangible and intangible property.
3. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition.
4. To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
5. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

6. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

7. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

8. The foregoing clauses shall be construed both as purposes and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 6,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the board of directors, and may take the form of services rendered, cash, property, or any other form deemed satisfactory by the board of directors.

ARTICLE IV. INITIAL CAPITAL

The amount of the capital with which this corporation will begin business shall not be less than five hundred dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The street address of the principal office of the corporation in the State of Florida is 174 Guitar Drive, Sebring, FL 33870. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the board of directors.

ARTICLE VII. DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. DIRECTORS' POWERS

The board of directors shall have the power to fix or change salaries of the directors and officers, to restrict the transfer of stock by stockholders, to indemnify directors and officers against liability for their good faith acts and omissions, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these articles or with any by-laws that may be adopted by the stockholders.

ARTICLE IX. ORIGINAL DIRECTORS

The name and address of the members of the first board of directors are:

NAME	ADDRESS
Kitty Terry	174 Guitar Drive Sebring, FL 33870

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these articles of incorporation is:

NAME	ADDRESS
Kitty Terry	174 Guitar Drive Sebring, FL 33870

The subscriber of these articles of incorporation hereby assigns to this corporation her rights under Section 607, Florida Statutes, to constitute a corporation, and she hereby assigns to those persons designated by the board of directors any rights she may have as a subscriber to acquire any of the capital stock of this corporation, these assignments becoming effective when these articles of incorporation have been filed with and approved by the Secretary of State of Florida, and the filing fee and filing tax paid to that official.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this reservation. Each amendment submitted to the stockholders for approval must be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE XII. REGISTERED OFFICE AND REGISTERED AGENT

The corporation hereby designates as its registered office, 174 Guitar Drive, Sebring, FL 33870 and its registered agent, Kitty Terry, who is located at the same address for service of process.

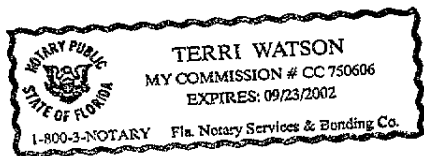
IN WITNESS WHEREOF, the undersigned subscriber, has hereunto set my hand and seal this 15 day of January, 2002, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.

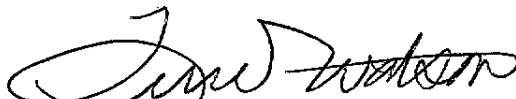

Kitty Terry, Subscriber

STATE OF FLORIDA
COUNTY OF HIGHLANDS

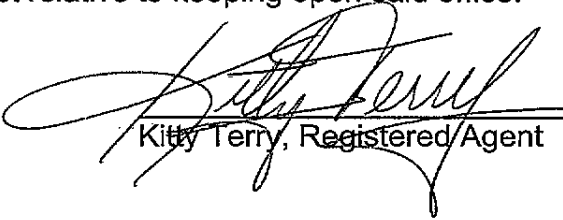
I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared Kitty Terry, to me known to be the person described as subscriber in or who produced Florida driver license as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 15 day of January, 2002.




Notary Public, State of Florida
Printed Name: _____
Commission No. _____
My commission expires: _____
(affix notarial seal)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


Kitty Terry, Registered Agent

FILED
02 JAN 18 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA