

August 12, 2002

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The Honorable Jim Smith  
Secretary of State  
Division of Corporations  
Tallahassee, Florida

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-08/15/02--01038--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

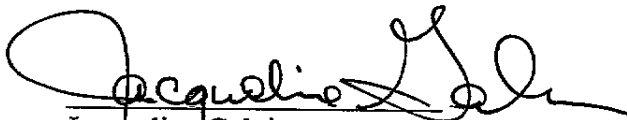
Dear Sir,

Enclosed is our check for \$87.50 and the Articles of Incorporation of:

**WATERIN TROUGH DANCE & SALOON, INC.**

We request that you return to us the Certified Copy of the Charter, together with the Certificate of Status.

Very truly yours,

  
Jacqueline Galvin

Jacqueline Galvin  
3665 E. Bay Drive  
Suite 204-220  
Largo, FL 33771

**FILED**  
**Aug 15, 2002 08:00 AM**  
**Secretary of State**

8-16-02  


**FILED**  
**Aug 15, 2002 08:00 AM**  
**Secretary of State**

**ARTICLES OF INCORPORATION**  
**OF**  
**WATERIN TROUGH DANCE & SALOON, INC.**

**ARTICLE I - NAME**

The name of the Corporation is

**WATERIN TROUGH DANCE & SALOON, INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

This corporation is organized for the following purposes:

The general purpose for which this corporation shall be organized shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100,000 shares of common stock, having a par value of \$0.001 (one mill) per share.

The capital stock shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock above designated.

#### ARTICLE V - INITIAL CAPITAL

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

#### ARTICLE VI - PRINCIPAL OFFICE

The initial principal office and mailing address of the corporation is 3665 E. Bay Drive, Suite 204-220, Largo, FL 33771.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 131 First Street N.W., Largo, Florida 33770 and the initial registered agent at that address is J. Marvin Winn.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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 director of this corporation is:

Jacqueline Galvin  
3665 E. Bay Drive  
Suite 204-220  
Largo, FL 33771

#### ARTICLE IX - INCORPORATORS

Jacqueline Galvin  
3665 E. Bay Drive  
Suite 204-220  
Largo, FL 33771

#### ARTICLE X - BY LAWS

The original By-Laws of this corporation shall be made, prepared and adopted by the Initial Board of Directors of the Corporation by a majority vote thereof. Thereafter the said By-Laws may be amended by the Board of Directors at any regular meeting of said Board or at any special meeting for which such amendment is one of the purposes for which the meeting was called by a majority of the directors present. The Board of Directors shall conduct, manage and have complete charge of the business and affairs of the corporation.

#### ARTICLE XI - AMENDMENTS

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 them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

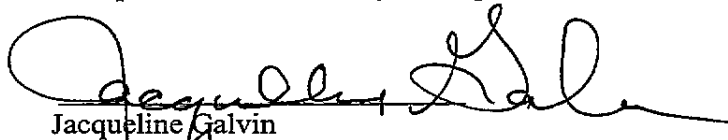
ARTICLE XII - MISCELLANEOUS PROVISIONS

It is the intention of the Incorporators of this Corporation that the Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code of 1986, as amended, allowing a limited ordinary loss to individuals for loss on capital stock of a "Small Business Corporation" which qualifies under the code.

ARTICLE XIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12th day of August AD, 2002

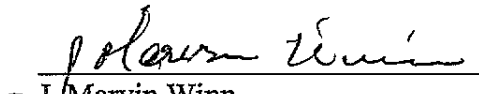
  
Jacqueline Galvin

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

for

**WATERIN TROUGH DANCE & SALOON, INC.**

I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of Section 607.0505, Florida Statutes.

 dated: August 12, 2002  
Marvin Winn