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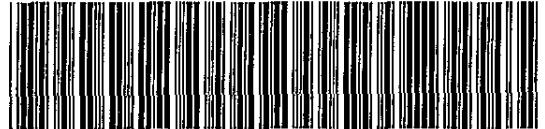
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

750428/04

ARTICLES OF INCORPORATION

OF

CROAKIE'S KARAOKE, INC.

ARTICLE 1-NAME

The name of the corporation shall be:

CROAKIE'S KARAOKE, INC.

ARTICLE 11-DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE 111-PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business not prohibited by chapter 607, Florida statutes, as the same may be from time to time amended.

ARTICLE 1V-CAPITAL STOCK

The amount of capital stock authorized for the corporation is a maximum of one thousand(1,000) shares of common stock having a par value of One Dollar(1.00) per share and which shall be issued as fully paid and non assessable. The stock of this corporation shall be so assigned, issued, and transfered only in accordance with such By-Laws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of it's capital stock for the indebtndness which may at any time be due by the holder of the same unto the corporation.

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ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent and the initial registered office of this corporation are: Richard Bass, 6704 Brookline Ave, Ft. Pierce, FL 34951.

ARTICLE V1-PRINCIPLE OFFICE

The principle office and mailing address of the corporation is:

1059 21ST AVENUE
VERO BEACH, FL 32960

ARTICLE V11-INITIAL BOARD OF DIRECTORS

The number of Directors of this corporation shall be not less than one(1) nor more than five(5). The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

RONALD F REGO
PRESIDENT, TREASURER

1037 SEBASTIAN ROAD
BAREFOOT BAY, FL 32976

ARTICLE V111-INCORPORATION

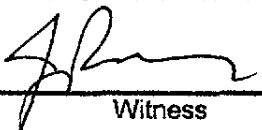
The name and address of the person signing these articles are:

RONALD F REGO(PRESIDENT)
1037 SEBASTIAN ROAD, BAREFOOT BAY, FL 32976


ARTICLE 1X-RESTRICTIONS ON TRANSFERS

No attempt to transfer either legal or beneficial ownership of any stock or of any interest in stock in the corporation shall be effective unless the and until the Secretary of the corporation registers such a change of legal or beneficial ownership or interest, as the case may be, in the corporate records. The secretary shall not register any such transfer unless and until either: (1) Stockholders of 51% of the voting stock of the corporation approve such a transfer in writing, or (2) the proposed transferee furnishes an opinion letter of counsel, in form and substance reasonably satisfactory to counsel for this corporation, that the proposed transferee is an eligible shareholder of stock in a Sub Chapter S Corporation ("S-CORPORATION"), under the Internal Revenue Code of 1986, or a corresponding provision of a future revenue law and only if the transferee consents to the corporation's election to be a S-CORPORATION".

IN WITNESS WHEREOF, the undersigned subscribers have executed these ARTICLES OF INCORPORATION, this 21 day of April, 2004.



Witness




Witness



Ronald Francis Rego

State of Florida
County of Brevard

Before me, the undersigned authority, authorized to take acknowledgments and administer oaths, personally appeared Ronald Francis Rego, who produced a Florida drivers license as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that he signed the same for the purposes therein stated. this 21 day of April, 2004 



1. Ruth Trader
MY COMMISSION # DD14545 EXPIRES
September 8, 2006
BONDED THROUGH FARM INSURANCE, INC.

"REGISTERED AGENT

Having been named as registered agent and to accept service of process for

CROAKIE'S KARAOKE, INC

and agree to act in this capacity. I further agree to comply with the provisions of all s
relative to the proper and complete performance of my duties, and I am familiar
with and accept the obligation of my position as registered agent.

Richard B. Burt
(Signature of Registered Agent)

04/08/04
(Date)

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