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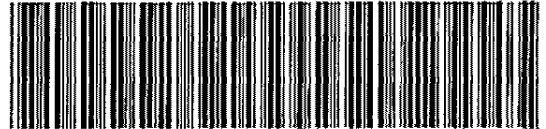
(Business Entity Name)

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L A W O F F I C E
KAPLAN & HUTCHINSON P.A.

Jonathan R. Kaplan
Admitted Florida Bar
Federal Trial Bar

F.C. Hutchinson
Admitted Florida Bar
Federal Trial Bar

June 1, 2004

Department of State
Division of Corporations
409 E. Gain Street
Tallahassee, Florida 32399

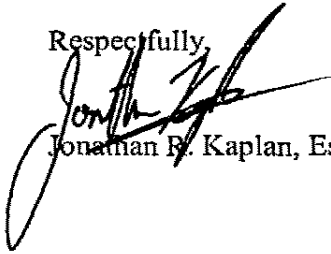
Re: Mainline of Deerfield Beach, Inc.

Dear Sir/Madame:

Enclosed herein please find a check in the amount of \$78.75 which represents a \$35.00 payment for the Articles of Incorporation, a \$35.00 payment for the registered agent and \$8.75 for a certified copy of the articles. Upon filing please mail the certified copy of the articles to the above listed address.

Thank you for your attention to this matter.

Respectfully,


Jonathan R. Kaplan, Esq.

ARTICLES OF INCORPORATION
OF
MAINLINE OF DEERFIELD BEACH, Inc.
a Florida Corporation

FILED
04 JUN -7 PM 3: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned , acting as Incorporator to these Articles of Incorporation, hereby forms a professional corporation for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is Mainline of Deerfield Beach, Inc. (hereinafter called the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for a professional corporation organized under the Professional Service Corporation Act of the State of Florida engaged in the nightclub business.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, par value \$.01 per share.

ARTICLE IV - INITIAL REGISTERED AGENT

The street address of the registered agent's office for the Corporation is 301 Clematis Street, Suite 3000, West Palm Beach, FL 33401; and the name of the registered agent of the Corporation at that address is Jonathan R. Kaplan, Esq.

ARTICLE V - MAILING ADDRESS

The mailing address of the Corporation is 245 N. Ocean Blvd., Suite 207, Deerfield Beach, Florida 33441.

ARTICLE VI - INITIAL BOARD OF DIRECTORS/OFFICERS

The Corporation shall have three officers initially. The number of directors may be either increased or decreased from time to time as provided by Bylaws of the Corporation, or according to Florida Statute but shall never be less than one. The name and address of the initial officers of the Corporation are:

Daniel P. Minahan, President
245 N. Ocean Blvd., Suite 207
Deerfield Beach, Florida 33441

and

Arthur Scott, Vice-President
245 N. Ocean Blvd., Suite 207
Deerfield Beach, Florida 33441

and

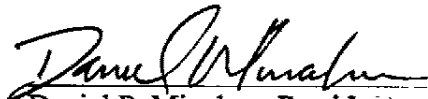
Marty Joubanian, Vice-President
245 N. Ocean Blvd., Suite 207
Deerfield Beach, Florida 33441

ARTICLE VII - INCORPORATOR

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

Daniel P. Minahan, President
245 N. Ocean Blvd., Suite 202
Deerfield Beach, Florida 33441

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 2 day of June, 2004.


Daniel P. Minahan, President
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

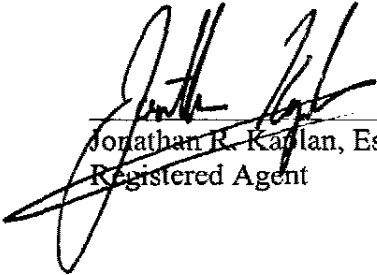
WITNESSETH:

That Mainline of Deerfield Beach, Inc., desiring to organize under the laws of the State of Florida, has named Jonathan R. Kaplan, Esq., 301 Clematis Street, Suite 3000, West Palm Beach, FL, 33401 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 1st day of June, 2004.


Jonathan R. Kaplan, Esq.
Registered Agent

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04 JUN -7 PM 3:22
TALLAHASSEE
FLORIDA