

**Electronic Articles of Incorporation
For**

P05000145461
FILED
October 28, 2005
Sec. Of State
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CELEBS INC

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

CELEBS INC

Article II

The principal place of business address:

736 A PHILLIP RANDOLPH BLVD
JACKSONVILLE, FL. 32202

The mailing address of the corporation is:

736 A PHILLIP RANDOLPH BLVD
JACKSONVILLE, FL. 32202

Article III

The purpose for which this corporation is organized is:

UPSCALE MEMBERSHIP LOUNGE

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

FLORIDA INCORPORATOR
2730 WHITE SANDS DRIVE
SUITE 3-A
SARASOTA, FL. 34231

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: PETER MARLEY

Article VI

The name and address of the incorporator is:

FLORIDA INCORPORATOR
8345 NW 66TH STREET - SUITE 7737
MIAMI FL
33166 - USA

Incorporator Signature: PETER MARLEY

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
HERMAN R QUAINANCE
736 A PHILLIP RANDOLPH BLVD
JACKSONVILLE, FL. 32202

Article VIII

The effective date for this corporation shall be:

10/25/2005