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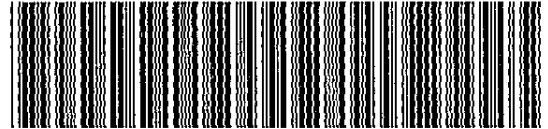
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

C.L. 1-13

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Gentlemen's Club, Inc.

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
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- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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06 JAN 12 AM 11:26
DIVISION OF CORPORATIONS

January 11, 2006

CAPITAL CONNECTION

SUBJECT: THE GENTLEMEN'S CLUB, INC.
Ref. Number: W06000001389

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

We have received your document for THE GENTLEMEN'S CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Document Specialist
New Filing Section

Letter Number: 906A00002182

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

ARTICLES OF INCORPORATION

OF

THE GENTLEMEN'S CLUB, INC.

FILED

06 JAN 10 PM 12:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation to be formed under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such corporation, to be filed with the Secretary of State of the State of Florida:

ARTICLE ONE

The name of the corporation shall be **THE GENTLEMEN'S CLUB, INC.** The principle and mailing address for the corporation is c/o Law Offices of David M. Garvin, P.A., 1200 Brickell Avenue, Suite 1480, Miami, Florida 33131.

ARTICLE TWO

The Corporation shall have perpetual existence, unless sooner terminated according to law. The corporate existence shall commence immediately.

ARTICLE THREE

The general purposes for which the corporation is organized are:

- a) To operate and own nightclubs; and
- b) To engage in any lawful activity, trade or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE FOUR

The aggregate number of shares of capital stock that the corporation shall have the authority to issue is one million (1,000,000) shares, with a par value of \$.001 per share. The shares of the corporation are not to be divided into classes, nor is the corporation authorized to issue shares in series.

ARTICLE FIVE

The name and street address of the initial registered agent and the registered office of the corporation are as follows:

**DAVID M. GARVIN, ESQ.
1200 Brickell Avenue
Suite 1480
Miami, Florida 33131**

This is also the mailing address of the corporation.

The corporation shall have the privilege of opening branch offices at an other place within or without the State of Florida, and the Board of Directors may from time to time move the principal office to another address in Florida, pursuant to the procedures prescribed by law.

ARTICLE SIX

The initial Board of Directors of the corporation shall consist of one member who shall serve until his successors are elected and qualified at the first annual meeting of stockholders. The name and address of the initial Board of Directors is as follows:

**TERRY ELLIOTT, SR.
16253 S.W. 18th PLACE
MIRAMAR, FLORIDA 33027**

The Board of Directors consisting of not less than one (1) nor more than seven (7) members shall be elected at the first annual meeting of stockholders and at each annual meeting thereafter. Unless otherwise provided by law, the entire voting power to elect Directors and for all other purposes shall be vested exclusively in the holders of the outstanding shares of common stock with voting rights of the corporation.

ARTICLE SEVEN

The following named individuals shall be the Officers of the corporation for the first year of its existence, or until their successors are elected by the Board of Directors:

**TERRY ELLIOTT, SR., PRESIDENT
16253 S.W. 18th PLACE
MIRAMAR, FLORIDA 33027**

**TERRY ELLIOTT, SR., SECRETARY
16253 S.W. 18th PLACE
MIRAMAR, FLORIDA 33027**

ARTICLE EIGHT

The corporation shall have all the powers enumerated for a corporation under the laws of the State of Florida.

ARTICLE NINE

The corporation shall indemnify and hold harmless any and all of its Directors and Officers to the full extent permitted by law.

ARTICLE TEN

The name and address of the incorporator is as follows:

**TERRY ELLIOTT, SR.
16253 S.W. 18th PLACE
MIRAMAR, FLORIDA 33027**

ARTICLE ELEVEN

The corporation specifically reserves the right to amend, alter or repeal any or all provisions contained in these Articles in the manner now or hereafter prescribed by law.

IN WITNESSED WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, on the 9 day of January, 2006, and does hereby certify that the facts and matters herein above set forth are true and correct to the best of his knowledge and belief.


TERRY ELLIOTT, SR.

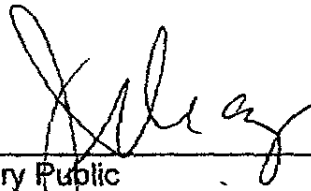
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared TERRY ELLIOTT, SR., to me well known to be the person described in and who subscribed these Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, Dade County, Florida, this 9th day of JANUARY, 2006.

☒ Personally known to me

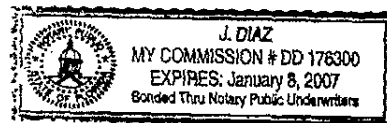
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as identification



Notary Public

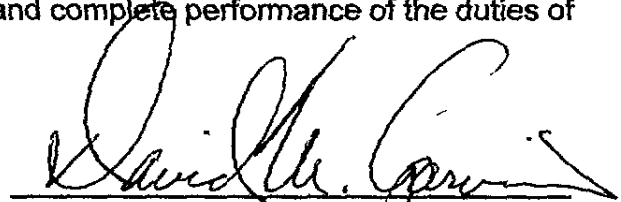
J. Diaz
Printed Notary Signature

My commission expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named Registered Agent to accept service of process for **THE GENTLEMEN'S CLUB, INC.**, at the place designated in the Articles of Incorporation herein above set forth, I hereby agree to act in this capacity; and further agree to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a Registered Agent.


DAVID M. GARVIN

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06 JAN 10 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA