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FLORIDA PROFIT/NON PROFIT CORPORATION

RCI HOSPITALITY, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
RCI HOSPITALITY, INC.**

**ARTICLE I - NAME**

The name of this corporation is RCI HOSPITALITY, INC.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation is:

300 Alton Road  
Suite 303  
Miami Beach, Florida 33139.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1000) shares of common stock, each share having a par value of \$0.01.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

300 Alton Road  
Suite 303  
Miami Beach, Florida 33139.

and the name and address of the initial registered agent of this corporation are:

Robert W. Christoph, Jr.  
300 Alton Road  
Suite 303  
Miami Beach, Florida 33139.

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**ARTICLE VI - COMMENCEMENT**

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are:

Robert W. Christoph, Jr.  
300 Alton Road  
Suite 303  
Miami Beach, Florida 33139.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall be comprised of two people. The number of directors may be either increased or decreased from time to time as provided for in the By-laws of the corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Robert W. Christoph  
300 Alton Road  
Suite 303  
Miami Beach, Florida 33139

Robert W. Christoph, Jr.  
300 Alton Road  
Suite 303  
Miami Beach, Florida 33139

**ARTICLE IX - BY-LAWS**

The power to alter, amend or repeal the By-laws of this corporation shall be vested in each of the Board of Directors and the shareholders of this corporation. The shareholders of this corporation may amend or adopt a by-law that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

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**ARTICLE X - INDEMNIFICATION**

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein as of the 10th day of August, 2006.

  
Robert W. Christoph, Jr.  
Incorporator and Registered Agent

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