

P950000/6605

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (804) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: WINGATE PRO PLAYERS' CLUB, INC.
FAX AUDIT NUMBER: H95000002322
DATE REQUESTED: 02/26/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: \$70.00

CURRENT STATUS: REQUESTED
TIME REQUESTED: 09:40:03
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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60-010 03-03-95
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FEB-20-1995 10:33 FROM EMPHRE

TO DIV CORP ELT FI P.12

Anthony Coleman
FL Bait. 368563
6363 New Highway #210
Ft. Lauderdale, FL 33304
305-776-1001

ARTICLES OF INCORPORATION
OF

WINGATE PRO PLAYERS' CLUB, INC.

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TALLAHASSEE, FLORIDA

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H 95000002322

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

WINGATE PRO PLAYERS' CLUB, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1257 N.W. 31 AVENUE
FORT LAUDERDALE, FLORIDA 33303

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the By-Laws but shall never be less than one (1). The names and addresses of the Initial Board of Directors are:

DARRYL PAYNE
1257 N.W. 31 AVENUE
FORT LAUDERDALE, FLORIDA 33303

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is(are):

ANTHONY G. COLEMAN, JR.
1257 N.W. 31 AVENUE
FORT LAUDERDALE, FLORIDA 33303

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

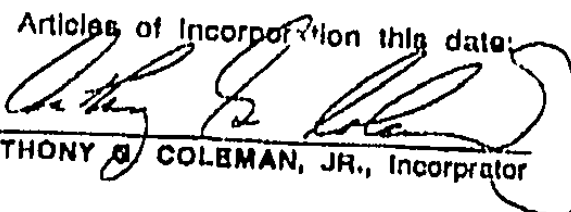
The name and address of the Initial registered agent is:

ANTHONY G. COLEMAN, JR.
1257 N.W. 31 AVENUE
FORT LAUDERDALE, FLORIDA 33303

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The undersigned has(have) executed these Articles of Incorporation this date:
FEBRUARY 28, 1995


ANTHONY G. COLEMAN, JR., Incorporator

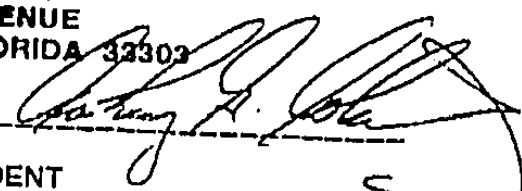
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **WINGATE PRO PLAYERS' CLUB, INC.**

2. The name and address of the registered agent and office is:

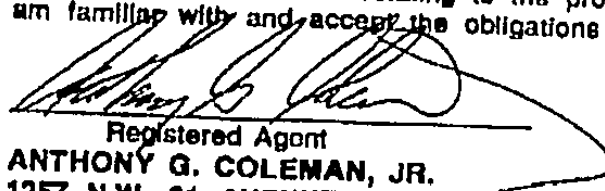
ANTHONY G. COLEMAN, JR.
1257 N.W. 31 AVENUE
FORT LAUDERDALE, FLORIDA 33303

SIGNATURE 

TITLE: **PRESIDENT**

DATE: **FEBRUARY 28, 1995**

Having been named Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


 Registered Agent

ANTHONY G. COLEMAN, JR.
1257 N.W. 31 AVENUE
FORT LAUDERDALE, FLORIDA 33303

FEBRUARY 28, 1995
 DATE

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