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Eugene A. Conti  
Attorney At Law  
P.O. Box 529  
Loxahatchee, Florida 33470  
(407) 798-9526  
Fax (407) 798-0976

86 JAN 19 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 16, 1996

BUREAU OF CORPORATE RECORDS  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
POST OFFICE BOX 6327  
TALLAHASSEE, FLORIDA 32314

RE: CABARET 502 INCORPORATED

Dear Sirs:

Enclosed please find two original copies of the Articles of Incorporation for the above referenced corporation, together with my firm check No. 2236, in the amount of \$70.00, representing filing fees.

Please forward the filed document to me in care of the above address.

Thank you for your attention to this matter.

Sincerely,

*E. Conti, M.W.*

Eugene A. Conti  
Attorney

Enclosure

900001692819  
-01/19/96--01033--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

1/16/96  


**ARTICLES OF INCORPORATION  
OF  
CABARET 502 INCORPORATED**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be:

**CABARET 502 INCORPORATED**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock each having a par value of \$.50 per share.

**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be 14577 Southern Blvd., Loxahatchee, Fl. 33470, and the name of the initial Registered Agent for the corporation at that address is EUGENE A. CONTI.

**ARTICLE V - SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

56 JAN 19 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI - TERM OF EXISTENCE

This corporation shall exist perpetually.

#### ARTICLE VII - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE VIII - SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such transaction, contract or act, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without any regard to the fact that he is also a director of such subsidiary or corporation.

#### ARTICLE IX - DIRECTORS

This corporation shall have a minimum of two (2) directors. The initial Board of Directors shall consist of:

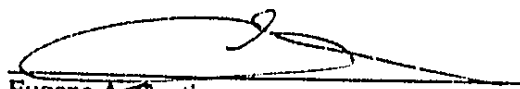
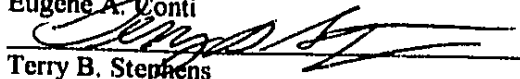
NAME	ADDRESS
EUGENE A. CONTI	14577 Southern Blvd. Loxahatchee, Fl. 33470
TERRY B. STEPHENS	502 Lucerne Ave. Lake Worth, Fl. 33460

## ARTICLE X - INCORPORATORS

The name(s) and address(es) of the initial incorporators and the initial number of shares of stock that he (they) agree(s) to take and the value of the consideration therefore are as follows:

NAME:	Eugene A. Conti Terry B. Stephens
ADDRESS:	14577 Southern Blvd. Loxahatchee, Fl. 33470
SHARES:	1,000
CONSIDERATION:	Five Hundred (\$500.00) Dollars

IN WITNESS WHEREOF, the undersigned have hereunto set our hands and seals this 16 day of January, 1996.

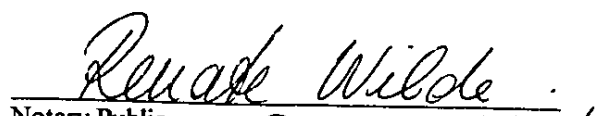
  
Eugene A. Conti  
  
Terry B. Stephens

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me, by Eugene A. Conti and Terry B. Stephens, who are well known to me, or have produced \_\_\_\_\_ as identification, this 16 day of January, 1996.

(Seal)

  
Notary Public  
State of Florida



RENATE M WILDE  
My Commission CC323568  
Expires Sep. 06, 1997  
Bonded by HAI  
800-422-1555

DESIGNATION OF AND ACCEPTANCE BY  
REGISTERED AGENT

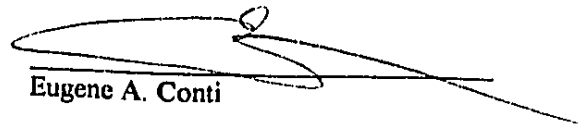
RECEIVED  
JUN 13 1996  
FBI  
TALLAHASSEE

The following is submitted in compliance with the laws of the State of Florida. **CABARET 502 INCORPORATED**, a corporation organized under the laws of the State of Florida, with its principal office located at 14577 Southern Blvd., Loxahatchee, Fl. 33470, has named Eugene A. Conti whose address is 14577 Southern Blvd., Loxahatchee, Fl. 33470, as its Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

  
Eugene A. Conti

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared Eugene A. Conti to me well known, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that (s)he has executed the same for the purpose expressed herein.

WITNESS my hand and official seal this 16 day of January, 1996.

(Seal)

  
Notary Public  
State of Florida *Renate Wilde*



RENATE M WILDE  
My Commission CC323568  
Expires Sep. 00, 1997  
Bonded by HAI  
800-422-1555