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BRUCE W. KEIHNER, P.A.
ATTORNEY AT LAW

Admitted in
Florida and
New York

August 13, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Egoiste, Inc.

000001923230
-08/15/96--01057--018
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is a check in the amount of \$122.50 which represents the following

Filing Fee	\$ 70.00
Cost for Certified Copy	<u>\$ 52.50</u>
Total:	\$122.50

Please return a certified copy of the Articles of Incorporation for the above referenced company to this office with the enclosed stamped envelope at your earliest convenience.

Your prompt attention to this matter is appreciated.

Sincerely yours,


Bruce W. Keihner

Enclosures

FILED
55 AUG 15 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-19-96
KR

**ARTICLES OF INCORPORATION
OF
EGOISTE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this Corporation shall be EGOISTE, INC.

ARTICLE II

Purpose

This Corporation is organized for the following purposes;

- (a) For owning and operating a night club and related activities, and any other business activities and to have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto; and
- (b) For the purpose of transacting any or all other lawful business.

ARTICLE III

Capital Stock

This Corporation is authorized to issue 2,000 shares capital stock of which 1,000 shares shall be common stock, \$1.00 par value, and 1,000 shares shall be preferred stock, \$1.00 par value and having such other rights and preferences as fixed by the Board of Directors.

ARTICLE IV

Preemptive Rights

There shall be no preemptive rights.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The business and mailing address of the Corporation and street address of the initial registered office of this Corporation is 131 SE Mizner Boulevard, Suite 16A, Boca Raton, Florida, and the name of the initial registered agent of this Corporation at that address is Gerard Chachia.

ARTICLE VII

Initial Board of Directors

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by Board of Directors pursuant to the By-laws but shall never be less than (1). The names and addresses of the initial directors of this Corporation is as follows:

Gerard Chachia
131 SE Mizner Boulevard, Suite 16A
Boca Raton, Florida

Jean-Paul Vezier
131 SE Mizner Boulevard, Suite 16A
Boca Raton, Florida

Hussain Al-Rawi
131 SE Mizner Boulevard, Suite 16A
Boca Raton, Florida

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX

Indemnification

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Special Provisions

The following special provisions shall govern this Corporation:

A. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office of directorship in this Corporation.

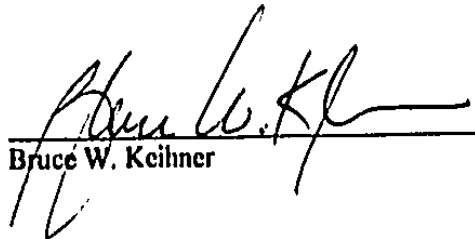
B. No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the Corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act, transactions of the Corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or other corporation in which he may be in anyway interested.

ARTICLE XI

Incorporator

The name and address of the person signing these Articles is as follows: Bruce W. Keihner,

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of August, 1996.



Bruce W. Keihner

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Bruce W. Keihner, known to me and who has produced a driver's license as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and county aforesaid this 8th day of August, 1996.

By: 

Notary Public

State of Florida at large
Commission No.:
My Commission expires:



JOANN L. FERGUSON
My Commission CC403114
Expires Sep. 08, 1998
Bonded by HAI
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT EGOISTE, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN PALM BEACH, STATE OF FLORIDA, HAS NAMED GERARD CHACHIA,
LOCATED AT 131 SE MIZNER BOULEVARD, SUITE 16A, BOCA RATON, FLORIDA, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA


Bruce W. Keihner

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPERTY AND
COMPLETE PERFORMANCE OF MY DUTIES.


Gerard Chachia
Dated: August 8, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA