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August 20, 1996, 1996-
8-20-96

FILED
AUG 21 11 53-25
TALLAHASSEE, FL 32301

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

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-08/21/96--01085--003
****122.50 ****122.50

RE: HOTSPOTS ENTERTAINMENT GROUP, INC.

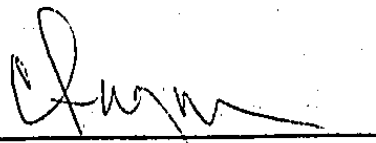
Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,



Carrie Fagan, Legal Assistant
to Bruce Brashear, Esq.

8/23/96
TB

Enclosures

**ARTICLES OF INCORPORATION
OF
HOTSPOTS ENTERTAINMENT GROUP, INC.**

FILED
20 AUG 21 AM 8:35
CLERK OF CIRCUIT COURT
GAINESVILLE, FLORIDA

Article I

Name. The name of this Corporation is HotSpots Entertainment Group, Inc.

8/20/96

Article II

Principal Office. The address of the principal office of the Corporation is 2220 SW 34th Street, #100, Gainesville, Florida 32608.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue one thousand (1,000) shares of \$.01 par value common stock.

Article VI

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

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 2220 SW 34th Street, #100, Gainesville, Florida 32608, and the name of the initial registered agent of this Corporation is Jason Beal.

Article VIII

Initial Board of Directors. The Corporation shall have one (1) Director initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The name and address of the initial Director of this Corporation is Jason Beal, 2220 SW 34th Street, #100, Gainesville, Florida 32608.

Article IX

Incorporator. The name and address of the person signing these Articles is Jason Beal, 2220 SW 34th Street, #100, Gainesville, Florida 32608.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of August, 1996.



JASON BEAL
Incorporator

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 20th day of August, 1996, by Jason Beal who is personally known to me or who has produced U.S. Passport #015281010 as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 20th day of August, 1996.

(SEAL)



Notary Public



CARRIE P. FAGAN
MY COMMISSION # CC249377 EXPIRES
January 8, 1997
BONDED THRU TROY FAN INSURANCE, INC.

Printed Name
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of HotSpots Entertainment Group, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 20 day of August, 1996.


JASON BEAL
Registered Agent

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TALLAHASSEE, FLORIDA