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ACCOUNT NO. : 072100000032

REFERENCE : 235281 4312440

AUTHORIZATION : *Patricia Puyate*

COST LIMIT : \$ 70.00

ORDER DATE : January 24, 1997

ORDER TIME : 10:13 AM EFFECTIVE DATE
1-20-97

ORDER NO. : 235281-005

CUSTOMER NO: 4312440

CUSTOMER: Ms. Barbara S. Santos
SANDLER TRAVIS & ROSENBERG

200002068072--2

Suite 600
5200 Blue Lagoon Drive
Miami, FL 33126

DOMESTIC FILING

NAME: FLAMINGO FOLLIES KEY WEST '97,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

Dmc
1/27/97

FILED
97 JAN 24 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JAN 24 AM 11:39
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
FLAMINGO FOLLIES KEY WEST '97, INC.**

EFFECTIVE DATE
1-20-97

FILED
97 JAN 24 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Flamingo Follies Key West '97 Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

Flamingo Follies Key West '97, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

3667 Park Lane
Coconut Grove, Florida 33133

ARTICLE III. COMMENCEMENT OF EXISTENCE

The corporation will commence its existence as of January 20, 1997 and will exist perpetually.

ARTICLE IV. PURPOSE

The corporation is organized to perform any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 524 Eaton Street, Key West, Florida 33040 and the name of the corporation's initial registered agent at that address is L. Janá Sigars.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have five (5) directors initially. The number of directors may be increased from time to time, as provided by the bylaws, but shall never be less than one. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Lynn Kephart	524 Eaton Street Key West, FL 33040
Robert Osolinski	524 Eaton Street Key West, FL 33040
David Spangler	1600 NE 18th Avenue Fort Lauderdale, FL
L. Janá Sigars	3667 Park Lane Coconut Grove, FL 33133
Deborah Flynn	524 Eaton Street Key West, FL 33040

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

L. Janá Sigars	3667 Park Lane Coconut Grove, FL 33133
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The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he/she is or shall be made a party by reason of his/her being or having been a Director or Officer of the corporation (whether or not he/she is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his/her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the director.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purposes of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 20th day of January, 1997.


L. Jana Sigars

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

FILED

97 JAN 24 PM 2:23

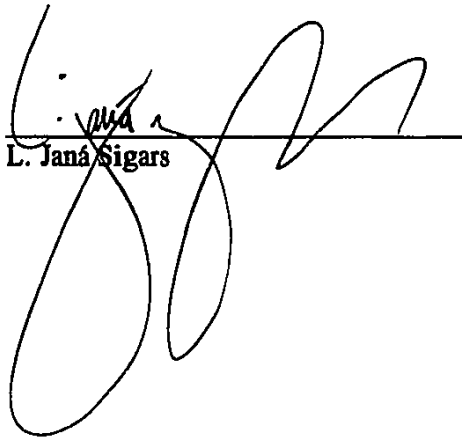
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Flamingo Follies Key West '97, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at Key West, State of Florida, has named L. Janá Sigars, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


L. Janá Sigars

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