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(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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FILED

97 JAN 22 PM 2:40

TALLAHASSEE, FLORIDA

January 21, 1997

DATE

1-17-97

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: FIVE STAR ENTERTAINMENT, INC.  
Our File No.: 3984-0000-00

900002064839--1  
-01/22/97--01128--005  
\*\*\*122.50 \*\*\*122.50

Dear Sir/Madam:

I have enclosed herewith the Articles of Incorporation of Five Star Entertainment, Inc. I have also enclosed a check in the amount of \$122.50 for the filing fee.

I direct your attention to the last article, Article XII, wherein it states that the effective date shall be January 17, 1997.

Please file these articles accordingly and return a certified copy in the enclosed envelope.

Thank you for your assistance in this matter.

Very truly yours,

ROBERT M. DONLON

RMD:bjf

Enclosure

cc: John Sims  
Richard D'Andrea

PK 1/28/97

ARTICLES OF INCORPORATION  
OF  
FIVE STAR ENTERTAINMENT, INC.

FILED

97 JAN 22 PM 2:40

STATE  
TALLAHASSEE, FLORIDA

PREAMBLE

I, the undersigned, do hereby associate myself under the following Articles, for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation shall be:

FIVE STAR ENTERTAINMENT, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be:

1645 Palm Beach Lakes Boulevard, Suite 800  
West Palm Beach, Florida 33401

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- (1) Engaging in food and beverage service and entertainment;
- (2) Engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CORPORATE POWERS

This Corporation shall have all powers now and hereafter granted corporation for profit under the laws of the State of

Florida, including the Emergency Powers included in §607.0303, Florida Statutes.

## ARTICLE V

### CAPITAL STOCK

(1) This Corporation shall be authorized to have outstanding at any time a maximum of 1,000 shares of stock of the par value of \$1.00.

(2) Shares of stock may be issued in consideration of the payment of the entire purchase price or only part of the purchase price, as may be determined by the Board of Directors which payment may be made in cash, property, or in services. Shares issued in consideration of the payment of only part of the purchase price:

(a) Shall be subject to calls thereon, in amounts and at such times as the Board of Directors may determine until the whole thereof shall have been paid; and

(b) Shall participate in dividends upon the basis of the amount actually paid on the respective shares; and

(c) Certificates issued therefor shall bear endorsement as to the actual amount paid thereon.

(3) No stock in this Corporation shall be sold or transferred other than by operation of law, unless and until the record owner thereof shall have given written notice, by certified mail, to the corporation at its principal office, setting forth a desire to sell such stock, together with the price, terms and conditions upon which said stock shall be offered for sale. The corporation, if it elects, or its shareholders, if it shall not elect, shall have an exclusive right to purchase said stock at the price and upon the terms and conditions set forth in said notice at any time within sixty (60) days of the corporation's receipt thereof. Upon failure of the corporation or its stockholders to exercise such rights within such sixty (60) day period, said stock may be offered for sale to others, but only at the price and upon the terms and conditions stated in said notice.

## ARTICLE VI

### REQUIRED CAPITAL

This corporation shall begin business with a capital of not less than Five Hundred (\$500.00) Dollars.

## ARTICLE VII

### TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VIII

### DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the first Board of Directors of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

#### NAME

#### ADDRESS

John Sims

1645 Palm Beach Lakes Blvd.  
Suite 800  
West Palm Beach, FL 33401

Richard D'Andrea

1645 Palm Beach Lakes Blvd.  
Suite 800  
West Palm Beach, FL 33401

## ARTICLE IX

### STREET ADDRESS AND DESIGNATION OR REGISTERED AGENT

That, FIVE STAR ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida has designated its initial registered office as 1645 Palm Beach Lakes Blvd., Suite 800, West Palm Beach, Palm Beach County, Florida, and has named ROBERT M. DONLON as its initial Registered Agent who is located at such address.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is as follows:

NAME

Robert M. Donlon

ADDRESS

1645 Palm Beach Lakes Blvd.  
Suite 800  
West Palm Beach, FL 33401

ARTICLE XI

SCOPE OF ARTICLES

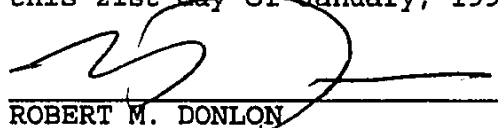
The provisions of these Articles, and amendments thereto, and each and every Article and Section thereof, and the provisions of the By-Laws and amendments thereof, shall be considered a part of every contract and transaction to which this corporation shall be a party. Every person, association and/or corporation dealing with this corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this corporation.

ARTICLE XII

EFFECTIVE DATE OF ARTICLES

The Articles of Incorporation shall be effective as of January 17, 1997, in accordance with Florida Statute §607.0203.

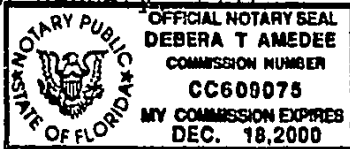
WITNESS my hand and seal this 21st day of January, 1997.

  
\_\_\_\_\_  
ROBERT M. DONLON (SEAL)

STATE OF FLORIDA                    )  
COUNTY OF PALM BEACH        ) SS:

BEFORE ME, the undersigned authority, personally appeared ROBERT M. DONLON, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at West Palm Beach, in said County and State, this 21<sup>st</sup> day of January, 1997.



My commission expires:

Debra T Amodee  
Notary Public, State of Florida  
at Large

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for FIVE STAR ENTERTAINMENT, INC., at the place designated in ARTICLE IX of the attached Articles of Incorporation, I hereby acknowledge that I am familiar with and accept the obligations of that position.

ROBERT M. DONLON  
Registered Agent

(SEAL)

97 JAN 22 PM 2:40  
TALLAHASSEE, FLORIDA