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LAW OFFICES OF
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WALTER A. STEIGLEMAN
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*Also admitted to practice in Alabama

February 3, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

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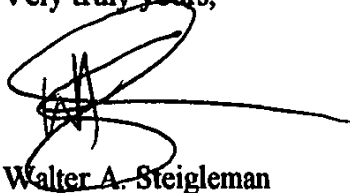
Re: Stargate Supper Club, Inc.

Gentlemen:

Enclosed are the original and one copy of articles of incorporation for the above corporation, along with my firm check in the amount of \$122.50 to cover your filing fee and a certified copy of the articles.

Please let us know if you require anything further to file this corporation. Thank you for your assistance.

Very truly yours,



Walter A. Steigleman

WAS/jp
Enclosures

FILED
97 FEB -5 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL FEB -6 1997

ARTICLES OF INCORPORATION
OF
STARGATE SUPPER CLUB, INC

FILED
97 FEB -5 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be Stargate Supper Club, Inc.

ARTICLE II

The principal place of business of this corporation shall be:

142 SE Eglin Parkway
Fort Walton Beach FL 32548

The mailing address of this corporation shall be:

P.O. Box 685
Fort Walton Beach FL 32549

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) shares of common stock.

ARTICLE IV

The street address of the initial registered office of the corporation is 142 SE Eglin Parkway, Fort Walton Beach, Florida, 32548, and the registered agent at such address is Walter A. Steigleman.

ARTICLE V

The name and address of the incorporator is:

Walter A. Steigleman

142 SE Eglin Parkway
Fort Walton Beach FL 32548

FILED

97 FEB -5 PM 4:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator has executed these Articles of Incorporation this

3rd day of February, 1997.


Walter A. Steigleman

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Stargate Supper Club, Inc.
2. The name and address of the registered agent and office is:

Walter A. Steigleman
142 SE Eglin Parkway
Fort Walton Beach FL 32548

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Walter A. Steigleman

2/3/97
Date