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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: TREASURE COAST ENTERTASINMENT CONCEPTS, INC.
AUDIT NUMBER.....H97000003915
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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97 MAR -6 PM 3:40
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ARTICLES OF INCORPORATION

OF

TREASURE COAST ENTERTAINMENT CONCEPTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I
Name

The name of the corporation is: TREASURE COAST ENTERTAINMENT CONCEPTS, INC.

Article II
Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

• Cumulative Voting. Cumulative voting shall not be permitted.

This Document Prepared by:
JACQUELINE M. VALDESPINO, ESQUIRE
800 Douglas Road, Suite 160, Building B
Coral Gables, FL 33134
(305) 442-1200
Florida Bar # 0736120

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Article V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is : 5907 Myrtle Drive, Fort Pierce, FL 34982. The name of the initial registered agent of this corporation Jeff Rubin. The principle office of the corporation is: 5907 Myrtle Drive, Fort Pierce, FL 34982

Article VI
Directors

(a) Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>Names</u>	<u>Street Addresses</u>
Jeff Rubin	5907 Myrtle Drive, Fort Pierce, FL 34982
Louis Aprile	1029 Orchid Oak Drive, Vero Beach, FL 32963

© Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII
Bylaws

This Document Prepared by:
JACQUELINE M. VALDESPINO, ESQUIRE
800 Douglas Road, Suite 160, Building B
Coral Gables, FL 33134
(305) 442-1200
Florida Bar # 0756120

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The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII
Incorporator

The name and street address of the incorporator of this corporation is:

Jeff Rubin

5907 Myrtle Drive, Fort Pierce, FL 34982

Article IX
Amendment

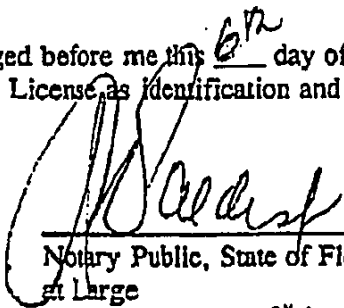
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles this 6th day of March, 1997.


JEFF RUBIN

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6th day of March, 1997, by JEFF RUBIN who produced a Florida Driver's License as identification and who did take an oath.


Notary Public, State of Florida
at Large

My Commission Expires:

This Document Prepared by:
JACQUELINE M. VALDESPINO, ESQUIRE
800 Douglas Road, Suite 160, Building B
Coral Gables, FL 33134
(305) 442-1200
Florida Bar # 0756120

 JACQUELINE VALDESPINO
COMMISSION # CC 334121
EXPIRES DEC 8, 1997
Atlanta Bonding Co., Inc.
800-732-2246

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

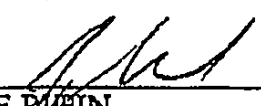
In compliance with Section 48.091, Florida Statutes, the following is submitted:

TREASURE COAST ENTERTAINMENT CONCEPTS, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at: 5907 Myrtle Drive, Fort Pierce, FL 34982, has named JEFF RUBIN located at: 5907 Myrtle Drive, Fort Pierce, FL 34982 as its agent to accept service of process within Florida.


JEFF RUBIN
Incorporator

Dated: March 6, 1997

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 provisions of all statutes relative to the proper and complete performance of my duties.


JEFF RUBIN
Registered Agent

Dated: March 6, 1997

PAWFDOS\CORPORATIONS\TREASURE\ARTICLES.INC

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

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