

JOHN A. JABRO

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OF COUNSEL

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February 28, 1998

Florida Department of State
Division of Corporations
The Capitol
Post Office Box 6327
Tallahassee, Florida 32314

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-03/03/98--01058--009

***122.50 ***122.50

Re: Articles of Incorporation of Couples Entertainment Group, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Couples Entertainment Group, Inc.

Also enclosed is a check in the amount of \$122.50 which represents your filing fees of \$35.00, certified copy fee of \$52.50 and the fee for designation of registered agent of \$35.00.

After filing, kindly return the certificate of incorporation and certified copy of the Articles of Incorporation to the above address.

If you have any questions, please do not hesitate to contact this office.

Very truly yours,

John A. Jabro

JAJ/lrm
Enclosures

FILED
98 MAR -3 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/4/98 - T.4m

ARTICLES OF INCORPORATION
OF
COUPLES ENTERTAINMENT GROUP, INC.

ARTICLE I - NAME

The name of the corporation is:

COUPLES ENTERTAINMENT GROUP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is: 50 Dolphin Road, Post office Box 2378, Key Largo, Florida 33037.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be Scott Coats, 333 Third Road, Key Largo, Florida 33037.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Article is: Scott Coats, 333 Third Road, Key Largo, Florida 33037.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation on the 27th day of February,
1998.

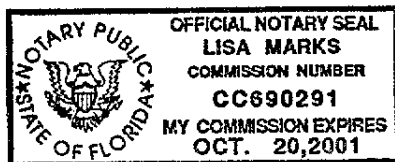


Scott Coats

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 27th
day of February, 1998, by Scott Coats, (X) who is personally known to
me or () produced _____ as identification.





Notary Public
Print Name: LISA MARKS
My Commission Expires: 10/20/01

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

The following is submitted pursuant to and in compliance with
Section 48.091 and Section 607.0501, Florida Statutes:

COUPLES ENTERTAINMENT GROUP, INC., desiring to
organize under the laws of the State of Florida with its principal office
as indicated in the Articles of Incorporation at 50 Dolphin Road, Key
Largo, Florida 33037, Monroe County, State of Florida, names as its
agent to accept service of process within this State: 333 Third Road,
Key Largo, Florida 33037.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in the certificate, I hereby
accept to act in this capacity, and agree to comply with the provisions
of said Act relative to keeping open said office.



Scott Coats

Date: 2/27/98

98 MAR -3 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED