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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: CLUB FLUID, INC.

AUDIT NUMBER.....H98000015707

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 5

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: CLUB FLUID, INC. The corporate mailing address is: 1312 Heron Drive, Orlando, Florida 32801.

ARTICLE II

The general nature of the business to be transacted by this corporation is to enter into the night club industry or any other lawful purpose. It shall have every corporate power granted by the Florida legislature.

ARTICLE III

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any time is fifty (50) shares at no par value.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The street address of the initial registered office of this corporation is: 19 West Flagler Street, Suite 602, Biscayne Building, Miami, Florida 33130-4477, and the name of the initial registered agent of this corporation at that address is: Brian R. Hersh.

LAW OFFICES
BRIAN R. HERSH
SUITE 602, BISCAYNE BUILDING
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-4477
FLORIDA BAR NO: 104540 (305) 371-6294

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ARTICLE VI

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and the address(es) of the initial director(s) of this corporation is (are):

Jan Harrold

1312 Heron Drive
Orlando, Florida 32801

ARTICLE VII

The name and address of the person signing these Articles is:

Kim Tote, Asst. Secretary

19 West Flagler Street, Suite 602
Miami, Florida 33130-4477

ARTICLE VIII

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share of any authorized and unissued and Treasury Stock of this Corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

ARTICLE IX

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

LAW OFFICES
BRIAN R. HERSH
SUITE 602, BISCAYNE BUILDING
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-4477
FLORIDA BAR NO. 104520

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EMPIRE CORPORATE KIT

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IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of Incorporation this 24th day of August, 1998.

Kim Tote

Kim Tote, Asst. Secretary

STATE OF FLORIDA)
COUNTY OF DADE)

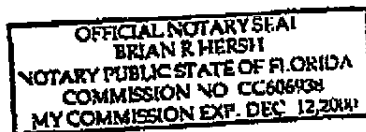
BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Kim Tote, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of August, 1998.

Brian R. Hersh

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



LAW OFFICES
BRIAN R. HERSH
SUITE 602, BISCAYNE BUILDING
19 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-4477

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—That CLUB FLUID, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Orlando, County of Orange, State of Florida, has named BRIAN R. HERSH, located at 19 West Flagler Street, Suite 602, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

BY: _____

(Registered Agent)

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TALLAHASSEE, FLORIDA

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LAW OFFICES
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