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Sid Matthew
Requestor's Name
P.O. Box 1754
Address
Tall FL 32302
City/State/Zip Phone #

500002634025-2
-09/08/98-01105-001
***122.50 ***122.50

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Southern Nights Entertainment Corporation
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS
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- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten signatures and notes]
Please call 225-288-7...

Examiner's Initials 9-8
125

ARTICLES OF INCORPORATION
OF
SOUTHERN NIGHTS ENTERTAINMENT CORPORATION

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ARTICLE I-- CORPORATE NAME

The name of this corporation shall be: SOUTHERN NIGHTS ENTERTAINMENT CORPORATION, whose address is 13254 Heather Ridge Loop, Ft. Myers, Florida 33912.

ARTICLE II--PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 13254 Heather Ridge Loop, Ft. Myers, Florida 33912.

ARTICLE III--CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000 shares of no par value stock.

ARTICLE IV--INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent is Don Palmer whose address is 13254 Heather Ridge Loop, Ft. Myers, FL 33912.

ARTICLE V--INCORPORATORS

The name and address of the sole incorporator to these articles of incorporation is Brenda Sims Palmer, 13254 Heather Ridge Loop, Ft. Myers, Florida 33912

ARTICLE VI--DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VII--INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may either be increased or decreased from time to time as provided in the by-laws. The names and addresses of

the initial directors of this corporation are:

Brenda Sims Palmer
13254 Heather Ridge Loop
Ft. Myers, Florida 33912

Don Palmer
13254 Heather Ridge Loop
Ft. Myers, Florida 33912

Rex D. Palmer, Jr.
1717 Azure Way
Murfreesboro, TN 37128

Carl Lievense
1400 Gulf Shore Blvd, North, Ste. 208
Naples, FL 34102

ARTICLE VIII--INITIAL OFFICERS

The names and address of the initial officers of this corporation are:

Don Palmer - President
13254 Heather Ridge Loop
Ft. Myers, Florida 33912

Brenda Sims Palmer - Secretary/Treasurer
13254 Heather Ridge Loop
Ft. Myers, Florida 33912

ARTICLE IX--BY-LAWS

The Board of Directors of this corporation may provide such By-Laws not inconsistent with these Articles of Incorporation for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE X--AMENDMENTS

These Articles of Incorporation and By-Laws may be amended at a regular meeting of the Board of Directors called for that purposes, by a two-thirds (2/3) vote of those present.

ARTICLE XI--RESTRICTIONS ON TRANSFER OF STOCK

Shares held by the initial shareholder of the corporation may not be resold or otherwise transferred to other persons unless such shares are offered first to the other shareholders and then to the corporation. The price and terms at which, and the time in which, such shares may be offered and sold shall be further specified in the By-Laws.

ARTICLE XII--INDEMNIFICATION.

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of August, 1998.

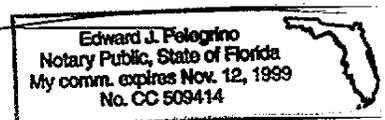
Brenda Sims Palmer
Brenda Sims Palmer, Incorporator

STATE OF FLORIDA
COUNTY OF Lee

I HEREBY CERTIFY that before the undersigned authority personally appeared Brenda Sims Palmer, to me well known to be the incorporator described in the foregoing charter of SOUTHERN NIGHTS ENTERTAINMENT CORPORATION, and acknowledges the same, and after being by me first duly cautioned and sworn, upon her oath, depose and say that it is intended in good faith to carry out the purposes and objects set forth.

WITNESS my hand and seal, this 25th day of August, 1998, in the county and state aforesaid.

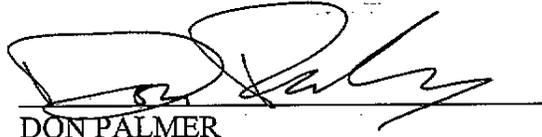
Edward J. Pelegriano
NOTARY PUBLIC
STATE OF FLORIDA



My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the designation as Registered Agent of Southern Nights Entertainment Corporation.



DON PALMER
13254 Heather Ridge Loop
Ft. Myers, Florida 33912

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