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HAROLD M. LIGHTMAN, M.B.A.  
FINANCIAL CONSULTANT

FILED

98 SEP 11 PM 1:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 03, 1998

Secretary Of State  
Corporation Records Bureau  
Department Of State  
P.O. Box 6327  
Tallahassee, FL 32314

400002637474--0  
-09/11/98--01077--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom It May Concern:

Please see enclosed original and copy of Articles Of  
Incorporation for DON T'S PLACE, INC.

Also, please find enclosed a check in the amount of \$70.00  
to cover costs of incorporation fees of said corporation.

If there are any questions regarding this corporation please  
call the number listed below.

Thank You.

Sincerely,

  
Harold M. Lightman  
Financial Consultant

HML/cat

P. Hall  
SEP 16 1998

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2700 PGA Blvd., Suite 201B  
Palm Beach Gardens, FL. 33418  
Office 561-627-3089 Fax 561-627-1821

ARTICLES OF INCORPORATION

FILED

OF

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DON T'S PLACE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\* \*\* \* \* \* \* \* \*\* \*\* \*\* \*\*

ARTICLE I

NAME

The name of this corporation shall be DON T'S PLACE,  
INC.

The corporation's mailing address shall be:

511 24th Street  
West Palm Beach, Florida 33407

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of  
conducting any and all lawful business pertaining to  
a banquet and music facility.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 100 shares of  
common stock. This class of stock shall have unlimited  
voting rights and be entitled to receive the net assets of  
the corporation upon its dissolution.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office of this corporation shall be 511 24th Street, West Palm Beach, Florida 33407 and the mailing address shall be the same, 511 24th Street, West Palm Beach, Florida 33407. The name of the initial Registered Agent of this corporation shall be Elreado S. Telfer and his address is 4004 Shelly Road South, West Palm Beach, Florida 33407.

ARTICLE VI

DIRECTORS

Pursuant of Florida Statutes, Section 607.0801, this corporation shall have no board of directors. The affairs of this corporation shall be managed by its shareholders.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

HAROLD M. LIGHTMAN  
2700 PGA Blvd., Suite 201B  
Palm Beach Gardens, FL 33410

ARTICLE VIII

INDEMNIFICATION

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

ARTICLE IX

COMMENCEMENT OF CORPORATE EXISTENCE

This corporation's existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X

AMENDMENTS

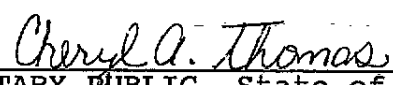
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

In Witness Whereof, the undersigned incorporator has executed these Articles Of Incorporation this 9 day of September, 1998.


  
HAROLD M. LIGHTMAN, Incorporator

STATE OF FLORIDA:  
COUNTY OF PALM BEACH:

The foregoing Articles of Incorporation were acknowledged before me this 9 day of September, 1998.

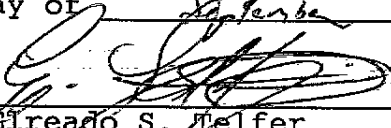
  
NOTARY PUBLIC, State of Florida at Large

My Commission expires:

FILED  
98 SEP 11 PM 1:17  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
CHERYL A. THOMAS  
COMMISSION # CC 503102  
EXPIRES OCT 18, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.  


CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the Registered Office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation this 9 day of September, 1998.

  
Elreaddo S. Telfer  
Registered Agent