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305 SOUTH ANDREWS AVENUE
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FORT LAUDERDALE, FLORIDA
954-467-3477

467-064 6
March 29, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


Subject: Incorporation of Club T-Ray Restaurant and Lounge, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$122.50.

Please contact me at our office if the enclosed fee is insufficient or if any significant information is lacking.

Sincerely,


W. J. Jones
Attorney At Law
WJJ: AD

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FILED
99 APR -8 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

bc

CLUB T-RAY RESTUARANT AND LOUNGE, INC.

OF

RIVIERA BEACH, FLORIDA

FILED
99 APR -8 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, do hereby subscribe these articles of incorporation for the purpose of forming a corporation under the laws of the State of Florida, Chapter 607, Florida Statute, subject to the following provisions:

ARTICLE I. NAME

The name of the corporation is: Club T-Ray Restaurant and Lounge, Inc. of Riviera Beach, Florida.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual or until dissolved by a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

A. The mission of the Club T-Ray Restaurant and Lounge, Inc. is to provide food, beverages and entertainment to public.

ARTICLE IV. CAPITAL STOCK

The total number of shares of capital stock which the corporation is authorized to issue is 24 shares of common stock without par value.

ARTICLE V. PREEMPTIVE RIGHTS

Preemptive rights are hereby granted to the shareholders through this provision, and pursuant to Section 607.0630, Florida Statutes, as amended from time to time..

**ARTICLE VI. PRINCIPLE OFFICE AND INITIAL
REGISTERED AGENT**

The address of the corporation's principle office is:

**Willie Jones Law Office
305 South Andrews Avenue, Suite 721
Fort Lauderdale, 33301**

The name of the initial registered agent of the corporation located at such office, is:

Willie Jones, Esquire.

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on corporations by the laws of the State of Florida.

ARTICLE VIII. SUBSCRIBERS

The name and address of each person signing these Article of Incorporation as a subscriber is:

**TADIE NELSON / PRESIDENT
305 South Andrews Avenue, Suite 721
Fort Lauderdale, Florida 33301**

ARTICLE IX. DIRECTORS

**The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one. The manner of election is to be provided in the bylaws, and the name and address of the initial director is: TADIE NELSON
; 305 South Andrews Avenue, Suite 721, Fort Lauderdale, Florida 33301.**

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter, the term of office of each director shall be three (3) years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE X. BYLAWS

The initial director shall submit the proposed bylaws at a later date. Following the adoption of bylaws by ratification by two thirds (2/3) of the shareholders, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders, or (2) on the affirmative vote of the holders of at least fifty percent (50%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

ARTICLE XII. EFFECTIVE DATE

Pursuant to Florida Statute 607.0123(1)(b), the effective date of this corporation is

4/1/99.

In witness hereof, I, the undersigned incorporator of Club T-Rex Restoration have executed these articles at: this 29th day of March 1999.

Tadie Nelson
Tadie Nelson, President

STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

THE FOREGOING was acknowledged before me this 29th day of

March 1999 by Tadie Nelson, who is personally known to me or who has produced

_____ as identification and who did take an oath.

[Signature]
Notary Public

MY COMMISSION EXPIRES:

Willie J Jones
My Commission CC751941
Expires June 17, 2002

ACCEPTANCE OF DUTIES
BY THE REGISTERED AGENT
FOR

Club T-Ray Restaurant and Lounge, Inc. of Riviera Beach, Florida

I, WILLIE JONES, the undersigned person, having been named as the registered agent and to accept service of process for the above corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of my duties, and I am familiar with and accept the obligations of my positions as registered agent.


WILLIE JONES, Esquire

Date: 3/29, 1999

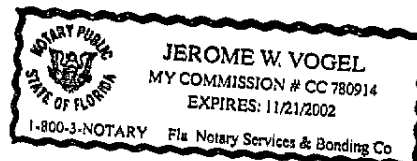
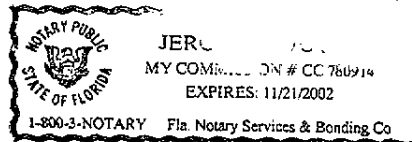
STATE OF FLORIDA)

COUNTY OF BROWARD)

THE FOREGOING was acknowledged before me this 3/29/99 day of ~~June, 1994~~
by Willie Jones, Esquire who is personally known to me or who has produced
as identification and who did take an oath.


Notary Public

MY COMMISSION EXPIRES:



FILED
99 APR -8 PM 3:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA