



THE UNITED STATES
CORPORATION
COMPANY

P9900059/53

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99 JUN 30 PM 1:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 292789 7165353

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 30, 1999

ORDER TIME : 11:08 AM

ORDER NO. : 292789-005

CUSTOMER NO: 7165353

CUSTOMER: Mr. Gary F. Livigne
THE BUSINESS SUPERSTORE, INC.
THE BUSINESS SUPERSTORE, INC.
Suite 111
1515 University Drive
Coral Springs, FL 33071

DOMESTIC FILING

NAME: CLUBS 2 GO, INC.

400002919814--6

-06/30/99--01067--001

*****78.75 *****78.75

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

RECEIVED
99 JUN 30 PM 12:07
PH
6/30/99

FILED
99 JUN 30 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES of INCORPORATION
OF
CLUBS 2 GO, INC.

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CLUBS 2 GO, INC.

The principal place of business of this corporation shall be 9070 Kimberly Boulevard, Suite 24, Boca Raton, Florida 33434; and the mailing address shall be the same.

ARTICLE II. NATURE of BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$.10 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 9070 Kimberly Boulevard, Suite 24, Boca Raton, Florida 33434; and the initial registered agent of the corporation is Nigel Ramsay.

ARTICLE V. TERM of EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation managed under the direction of its Board of Directors subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and street address of the initial members of the Board of Directors are:

Nigel Ramsay, Director
9070 Kimberly Boulevard, Suite 24
Boca Raton, Florida 33434

Paul Ignat, Director
9070 Kimberly Boulevard, Suite 24
Boca Raton, Florida 33434

ARTICLE VII. INCORPORATOR

The name and street address of the incorporators to these Articles of Incorporation is:

Nigel Ramsay, President
9070 Kimberly Boulevard, Suite 24
Boca Raton, Florida 33434

Paul Ignat, Vice President
9070 Kimberly Boulevard, Suite 24
Boca Raton, Florida 33434


ARTICLE VIII. PRIVATE PROPERTY

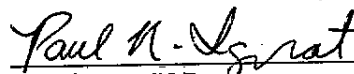
The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE IX. INDEMNITY

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 28th day of June, 1999.


Nigel Ramsay, President


Paul Ignat, V.P.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Nigel Ramsay and Paul Ignat, Incorporators to me known to be the persons described as subscriber in who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 28th day of June, 1999.

WJ Berger
NOTARY PUBLIC

WJ BERGER
NOTARY PUBLIC, STATE OF FLORIDA
#CC774948
MY COMMISSION EXP. SEPT. 13, 02

ACCEPTANCE of REGISTERED AGENT DESIGNATED
IN ARTICLES of INCORPORATION

I HEREBY ACCEPT the appointment as the initial registered agent of CLUBS 2 GO, INC.
made in the foregoing Articles of Incorporation.

Nigel Ramsay 6/28/99
Nigel Ramsay, President DATE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA