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LAFAYETTE PROFESSIONAL ASSOCIATION

Attorneys and Counselors at Law

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August 3, 1999

Secretary of State
Division of Corporations
Tallahassee, FL 32304

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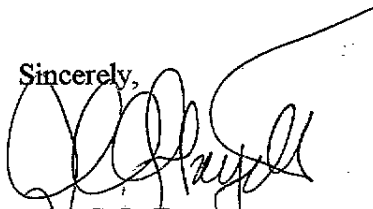
****122.50 *****78.75

Dear Sir:

Enclosed please find our check in the amount of \$122.50 and the Articles of Incorporation of CITY LIFE TONIGHT, INC.

We request that you return to us the certified copy of the Charter together with the Resident Agent Certificate.

Sincerely,



John C. LaFayette
Attorney at Law

JCL:aml

Encl.



FILED
99 AUG -6 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED
99 AUG -6 PM 4:01
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
CITY LIFE TONIGHT, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be:

CITY LIFE TONIGHT, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

(a) To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.

(c) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business, including repurchase of its own shares.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including purchase of its own shares.

(h) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To engage in any and all lawful businesses, trades, occupations and professions.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers. The specific nature of business includes real property acquisition, development and management.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is:

700,000 shares common stock, par value \$.01.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI - REGISTERED/CORPORATE OFFICE AND REGISTERED AGENT

The Initial registered office and corporate office of this Corporation shall be:

910 Lantana Avenue
Clearwater Beach, FL

The Initial Registered Agent of the Corporation is:

CHARLES DUANE MUSSER, JR.

ARTICLE VII - DIRECTORS

The Corporation shall have the number of Directors as shown below in Article VIII, initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one.

ARTICLE VIII - INITIAL DIRECTORS

CYNTHIA ANN MARTINEZ
CHARLES DUANE MUSSER, JR.
910 Lantana Avenue
Clearwater Beach, FL

ARTICLE IX - SUBSCRIBERS

The name and street address of each subscriber of these Articles of Incorporation is as follows:

CYNTHIA ANN MARTINEZ
CHARLES DUANE MUSSER, JR.
910 Lantana Avenue
Clearwater Beach, FL

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's Office.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by unanimous vote of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII - MISCELLANEOUS PROVISIONS

It is the intention of the incorporators of this Corporation that the first Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "small business corporation" which qualifies under the Code.

IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal, and have acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida on the date below written.

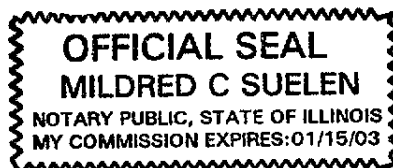
DATE: 7 May 1999

Cynthia Ann Martinez (SEAL)
CYNTHIA ANN MARTINEZ

STATE OF IL
COUNTY OF Cook

The foregoing instrument was acknowledged before me this 7th day of May, 1999, by CYNTHIA ANN MARTINEZ, who is personally known to me or who has produced Drivers License as identification and who did (did not) take an oath.

My Commission Expires: 01/15/03 Mildred C. Suelen
NOTARY PUBLIC



IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal, and have acknowledged and filed the foregoing Articles of Incorporation under the Laws of the State of Florida on the date below written.

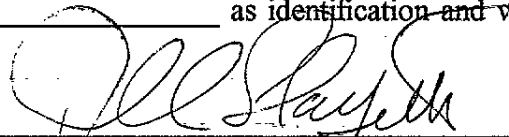
DATE: 7-21, 1999

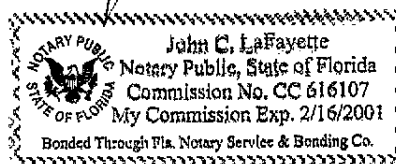
X  (SEAL)
CHARLES DUANE MUSSER, JR.

STATE OF FLORIDA
COUNTY OF Pinellas

The foregoing instrument was acknowledged before me this 21st day of July, 1999 by CHARLES DUANE MUSSER, JR., who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

My Commission Expires: _____


NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

**IN COMPLIANCE WITH SECTION 48.091,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:**

THAT CITY LIFE TONIGHT, INC. DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED AT 910 LANTANA AVE, CLEARWATER
BEACH, STATE OF FLORIDA, HAS NAMED CHARLES DUANE MUSSER, JR.,
LOCATED AT 910 LANTANA, CLEARWATER BEACH, FLORIDA AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE X 
CHARLES DUANE MUSSER, JR.

TITLE: Pres.

DATE: 7-21-99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE X 
CHARLES DUANE MUSSER, JR.

DATE: 7-21-99

FILED
99 AUG -6 PM 4:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA