

BOGUE ASSOCIATES
ACCOUNTING AND CONSULTING
Division of Bogues International Incorporated

P99000088935

5384 Tenth Avenue North, Lake Worth, Florida 33463-2061
Andree M. Bogues, Independent Public Accountant
Telephone 561.969-3004, Telefax 969-1522

30th September, 1999

By Overnight Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE

10/01/99

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****122.50 ****78.75

Regarding: Proposed "Billy Duke's Entertainment Source, Inc." Corporate Charter

Dear Sir/Madam:

Please find enclosed "Articles of Incorporation" in duplicate, prepared for the above noted proposed Corporation, for due process of registration with your offices.

The appropriate fees of \$122.50 are attached. The documents are to be effective on the 1st October, 1999.

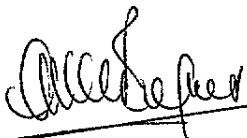
We appreciate your expediting the enclosed and respectfully request return of the certificate and certified copies of Articles directly to us on behalf of our client. Also enclosed are express mail postage and return label.

Should you have any questions or require any further information in the above regard, please do not hesitate to call us, collect, at 561.969-3004.

Thanking you in advance for your kind attention.

Sincerely,

BOGUE ASSOCIATES



Andree M. Bogues
for the Firm

:Enclosures

FILED
99 OCT -4 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/08/99

T.B.

EFFECTIVE DATE

10/01/99

**ARTICLES OF INCORPORATION
OF**

**BILLY DUKE'S
ENTERTAINMENT SOURCE, INC.**

FILED
99 OCT -4 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned Subscriber,

a natural person acting as Incorporator for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

Article One = Name = Initial Principal Office

The name of the corporation shall be: *BILLY DUKE'S ENTERTAINMENT SOURCE, INC.*

The street address of the initial principal office of this Corporation shall be:
1750 North Florida Mango Road, Suite 408, West Palm Beach, Florida 33409

Article Two = Duration

The term of existence of this Corporate Charter shall be perpetual and shall commence effective on the first day of the month of October, in the year One Thousand Nine Hundred Ninety Nine.

Article Three = Purpose

The purpose for which this Corporation is organized is to engage in and transact any and all lawful business for which corporations may be permitted under the laws of the State of Florida and in all other States and Countries.

Article Four = Capital Stock

There shall be only one class of stock.

The maximum number of shares of authorized capital stock of this Corporation shall be Ten Thousand, (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share. Only one hundred (100) shares of common stock shall be issued at this time.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the pre-emptive right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Article Five = Initial Capital

The amount of capital with which this Corporation may begin business, shall not be less than One Hundred Dollars (\$100.00).

Article Six = Registered Office

The street address of the initial registered office of this Corporation shall be:
5384 Tenth Avenue North
Lake Worth, Florida 33463-2061
and the name of the initial registered agent at that address is: Bogue Associates.

Article Seven = Directors

The Board of Directors of this Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws as adopted by the shareholders, but shall never be less than one (1).

The names and addresses of the initial Board of Directors are:
William N. Tesone, 2601 South Course Drive, Suite 311, Pompano Beach, Florida 33069
A. Marie Bandlow, 1125 Carambola Circle, West Palm Beach, Florida 33406.

Article Eight = Incorporator

The name and address of the Incorporator signing these Articles of Incorporation is:
A. Marie Bandlow, 1125 Carambola Circle, West Palm Beach, Florida 33406.

IN WITNESS WHEREOF

I have subscribed my name this 30th day of the month of September, A.D., 1999.

A. Marie Bandlow
A. Marie Bandlow, Incorporator

SUBSCRIBED TO BEFORE ME, this 30th day of the month of September, A.D., 1999.

James J. Walmsley
Witness, as to Incorporator

C E R T I F I C A T E
DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE
OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

FILED
99 OCT -4 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Persuant to the provisions of Chapter 607, Section 607.0501, Florida Statutes, the following statement is submitted in compliance with said Act, designating the Registered Office and Registered Agent, within the State of Florida:

THAT Billy Duke's Entertainment Source, Inc.,
organized under the laws of the State of Florida, with its principal place of
business located in the County of Palm Beach, as noted herein these Articles of
Incorporation,
HAS NAMED Bogue Associates, located in the County of Palm Beach,
as its agent to accept service of process within said State.

HAVING BEEN NAMED as registered agent and to accept service of process for the
above stated Corporation at the place designated within these documents, I hereby
accept the appointment as registered agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and
complete performance of my duties.

I AM FAMILIAR WITH and accept the obligations of my position as registered agent:


for Bogue Associates, Registered Agent
Division of Bogues International Incorporated

SUBSCRIBED TO BEFORE ME, this 30th day of the month of September, A.D., 1999.


Witness, as to Registered Agent