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LAW OFFICES OF

FRANCIS X. CASTORO, P.A.

2100 HOLLYWOOD BOULEVARD

HOLLYWOOD, FLORIDA 33020

TELEPHONE: 954-922-0505

TELECOPIER: 954-922-4674

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 20, 1999

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

Attn: NEW FILING SECTION
FLORIDA DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, Florida 32314

Re: Formation Of New Corporation For Profit Named:

SOUTH ENTERTAINMENT, INC.

Dear Ms. Secretary:

Enclosed also please:

- A. ARTICLES OF INCORPORATION
- B. DESIGNATION OF REGISTERED AGENT
- C. CHECK: \$78.75 made payable to: DEPARTMENT OF STATE, for costs and filing fees for the above-referenced corporation-to-be-formed. The \$78.75 should be allocated as follows:

Filing of ARTICLES OF INCORPORATION.....\$35.00

Filing of DESIGNATION OF REGISTERED AGENT.....\$35.00

Certified Copies of ARTICLES OF INCORPORATION.....\$ 8.75

Total.....\$78.75

After filing, please forward the certified copy of the ARTICLES OF INCORPORATION TO:

FRANCIS X. CASTORO, Esq.
LAW OFFICES OF FRANCIS X. CASTORO, P.A.
2100 Hollywood Boulevard
Hollywood, Florida 33020

If you have any comments or questions, please do not hesitate to contact my office.

Sincerely,

Francis X. Castoro, Esq.
FXC/jg
encls.

W99-25586
PH 11/9/99

LAW OFFICES OF
FRANCIS X. CASTORO, P.A.
2100 Hollywood Boulevard
Hollywood, Florida 33020

Florida Bar
New York Bar

Telephone (954) 922-0505
Telecopier (954) 922-4674
E-Mail: fxclaw@aol.com

Via Overnight Delivery

November 8, 1999

Mr. Pamela Hall
Division of Corporations
New Filing Section
FLORIDA DEPARTMENT OF STATE
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Formation Of New Corporation For Profit Named:*

CORPORATION TO-BE-FORMED: — **SOUTH ENTERTAINMENT, INC.**
REFERENCE NUMBER: — **W99000025536**

Dear Ms. Hall:

Further to your letter (dated: November 4, 1999) and our conversation of today, my office represents: **SOUTH ENTERTAINMENT, INC.** as legal counsel. The Subscriber of the Articles acknowledges that there is a similarly-named Florida corporation: **SOUTHERN ENTERTAINMENT COMPANY OF FLORIDA, INC.** which has been in existence (currently having been administratively dissolved) and that such similarly-named corporation will not pose any problem to the applicant or the corporation to-be-formed: **SOUTH ENTERTAINMENT, INC.**

Accordingly please process the file for: **SOUTH ENTERTAINMENT, INC.**

If you have any comments or questions, please do not hesitate to contact my office.

Sincerely,


Francis X. Castoro, Esq.
FXC/jg
encls.

ARTICLES OF INCORPORATION

- OF -

SOUTH ENTERTAINMENT, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, hereby come forth for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation shall be: SOUTH ENTERTAINMENT, INC. Its business shall be carried on in the State of Florida, in the United States of America, and elsewhere, as may be authorized by the Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be:

- a. To be engaged in any and all aspects within the field of entertainment, specifically including, but not limited to the ownership and management of night clubs, restaurants and eateries.*
- b. To buy and sell real estate, build and develop unimproved land and conduct a general broker business on all forms and kinds of securities and to act as agents in the buying and selling of mortgages, equities, securities and other forms of negotiable instruments and evidences of indebtedness and to buy and sell personal property, either wholesale or retail; to purchase, own, sell, rent, lease, mortgage and to act as the agent in the buying, owning, selling, renting, leasing and mortgaging of property, whether real or personal or otherwise; to manufacture, acquire or dispose of real estate or personal properties, for itself or acting as agents in loaning and buying securities; to borrow money and to secure the same in whatever manner in which a corporation might do and is*

permissible under the Laws of the sate of Florida.

- c. To apply for, hold, purchase, acquire or otherwise deal in letters, patent or copyrights of the United States or other countries, to work, operate or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise, which may directly or indirectly affect those objects or any of them; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this state or any other State, Country, Nation or Government and while owner of said stock may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.*
- d. To loan money on real estate and personal property.*
- e. To enter into, make or perform contracts of any kind with any person, association, corporation, municipality, body politic, country, county, territory, state, government, colony or any dependency thereof, and without limit as to the amount, draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and all other negotiable instruments and evidences of indebtedness, whether secured by mortgage, bond or otherwise.*
- f. To do any and of the requirements set forth herein, to the same extent as natural persons might do or could do and in any part of the world as principals, agents, contractors or otherwise and either alone or with the company of others, purchase, hold and reissue any of the shares of its capital stock.*
- g. In general, to carry on any other business in connection therewith, whether manufacturing or otherwise, not specifically forbidden by*

the Laws of the State of Florida and with all powers conferred upon corporations by the Laws of the State of Florida.

ARTICLE III

The maximum number of Shares of Stock that the corporation is authorized to have outstanding, at any time, shall be: ONE HUNDRED (100) SHARES - NO PAR VALUE.

ARTICLE IV

The amount of capital with which the corporation will begin business shall not be less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

The principal office of this corporation shall be located at:

C/O LERNER & KLISTON, CPA
8211 WEST BROWARD BOULEVARD, SUITE 375
PLANTATION, FLORIDA 33324

ARTICLE VI

The corporation shall have perpetual existence.

ARTICLE VII

The names and street addresses of the first Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<u>N A M E</u>	<u>STREET ADDRESS</u>
DINA TALERICO	C/O LERNER & KLISTON, CPA 8211 WEST BROWARD BOULEVARD, SUITE 375 PLANTATION, FLORIDA 33324

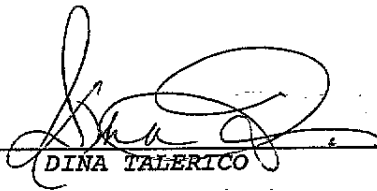
At all times, there shall be not less than One (1) Director.

A R T I C L E V I I I

The names and street addresses of each subscriber to these Articles of Incorporation, are as follows:

<u>N A M E</u>	<u>STREET ADDRESS</u>
DINA TALERICO	C/O LERNER & KLISTON, CPA 8211 WEST BROWARD BOULEVARD, SUITE 375 PLANTATION, FLORIDA 33324

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 31 day of August, 1999.

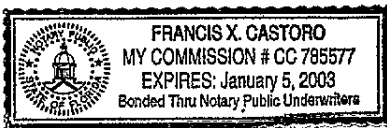

BY: DINA TALERICO

STATE OF FLORIDA)
 } ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared: **DINA TALERICO**, who presented: FLORIDA DRIVER'S LICENSE as identification, and, on that basis, to me well known to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me, according to Law, that she subscribed to those Articles of Incorporation.

WITNESS my hand and Official Seal, in the County and State as aforesaid, this 31 day of August, 1999.


BY: FRANCIS X. CASTORO
NOTARY PUBLIC - STATE OF FLORIDA



DINA TALERICO
C/O LERNER & KLISTON, CPA
8211 WEST BROWARD BOULEVARD, SUITE 375
PLANTATION, FLORIDA 33324

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE: AUGUST 20, 1999
TO: SECRETARY OF STATE, CORPORATE RECORDS BUREAU
FROM: DINA TALERICO
RE: CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.
CORP: SOUTH ENTERTAINMENT, INC.

Pursuant to Chapter 607.034 Florida Statutes, the following is submitted, in compliance with said Act:
That the above-named corporation desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation in the City of PLANTATION, County of
BROWARD, State of FLORIDA, has named:

DINA TALERICO
C/O LERNER & KLISTON, CPA
8211 WEST BROWARD BOULEVARD, SUITE 375
PLANTATION, FLORIDA 33324

as its REGISTERED AGENT to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I, the below signed,
hereby:

1. accept to act in this capacity and agree to comply with the provisions
of said Act relative to keeping open said office; and
2. "I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
RESPONSIBILITIES AS REGISTERED AGENT FOR SAID
CORPORATION".


BY: DINA TALERICO