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Commonwealth of Kentucky

Department of State



Office of Secretary of State

ELMER BEGLEY, SECRETARY

ARTICLES OF INCORPORATION

I, *ELMER BEGLEY*, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

FLAY (L) LUBS, INC.

Roanoke, Kentucky

duly signed and acknowledged according to law, have this day been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid

Witness my official signature this 10th day

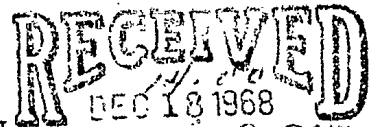
of November, 1955.

Elmer Begley
Secretary of State



SECRETARY OF STATE

Assistant Secretary of State



ARTICLES OF INCORPORATION
OF "PLAY GIRL LOUNGE, INC.", A
KENTUCKY CORPORATION Commonwealth of Kentucky

KNOW ALL MEN BY THESE PRESENTS :

That we, the undersigned, have this day voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the Commonwealth of Kentucky, and to that end do hereby adopt Articles of Incorporation as follows :

NAME:

1. The name of the Corporation is "Play Girl Lounge, Inc."

PURPOSE :

2. The purpose of the Corporation is to own, conduct, operate, and carry on the business or businesses of cabarets, night clubs, taverns, and/or restaurants, and to sell and dispense foods, beverages, and liquids of all kinds, and to do any and all things necessary and pertaining to said business or businesses, and generally to purchase or otherwise acquire cabarets, night clubs, restaurants and/or taverns, and to own, hold, lease, rent or sell such business or businesses.

DURATION:

3. The duration of this Corporation shall be perpetual.

REGISTERED ADDRESS:

4. The address of the registered office of the Corporation is 1027 Monmouth Street, Newport, Campbell County, Kentucky, and the registered agent is Richard Lackey, 1027 Monmouth Street, Newport, Kentucky.

NUMBER OF SHARES:

5. The total number of authorized shares of stock is One Hundred (100) Shares of a par value of One Hundred (\$100.00) Dollars per share.

CLASSES OF SHARES:

6. There shall be one class of stock known as Common. Each share of Common Stock shall be entitled to one vote. Dividends may be declared and paid on this stock at the discretion of the Board of Directors and with the consent of the majority of Common Stock holders.

INITIAL CAPITAL :

7. The amount of capital with which the Corporation will begin business is One Thousand (\$1,000.00) Dollars.

INCORPORATORS:

8. The names and addresses of the Incorporators and the number and class of shares subscribed to by each are :

| NAME & ADDRESS | NUMBER & CLASS |
|--|---------------------------|
| Richard Lackey 1027 Monmouth Street Newport, Kentucky President & Treasurer | Ninety (90) Shares Common |
| Sandy Lorenz 802 S. Ft. Thomas Ave. Ft. Thomas, Kentucky Vice President & Secretary | Ten (10) Shares Common |

NUMBER OF DIRECTORS:

9. The number of Directors to be elected at the first meeting of the shareholders is Three (3).

IN WITNESS WHEREOF, we, Richard Lackey and Sandy Lorenz, being all of the Incorporators hereinabove named, have hereunto set out respective hands and seals this 10 day of December, 1968.

Richard Lackey

RICHARD LACKEY
President & Treasurer

Sandy Lorenz

SANDY LORENZ
Vice President & Secretary

COMMONWEALTH OF KENTUCKY
COUNTY OF KENTON, SS

On this date, Richard Lackey and Sandy Lorenz appeared before me and properly identified themselves and signed this document in my presence.

James Brown

Notary Public - State at Large
My Commission Expires: 8/15/70

ORIGINAL COPY
FILED AND RECORDED
James Beasley

DEC 18 1968

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY
BY *James Beasley* -2-
MEMORANT SECRETARY OF STATE

LAW OFFICES
OF
JAMES L. COBB, JR.
SEVENTH FLOOR-COPPIN BUILDING
COVINGTON, KENTUCKY 40011

JAMES L. COBB, JR.
BRADLEY COMBS
PETER F. BEASLEY

261-5777
261-5778

December 11, 1968

Secretary of State
Frankfort, Kentucky

ATTENTION: Mr. Lyons

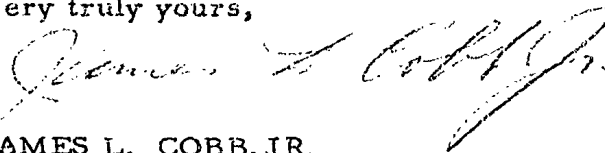
Dear Mr. Lyons :

Enclosed are the Articles of Incorporation which
I spoke to you concerning today on the phone.

Please return the Charter and the copies of the
Articles to me.

Thanking you in advance for your present courtesy
and your many courtesies in the past, I am

Very truly yours,



JAMES L. COBB, JR.
JLC:jeb
Enclosures