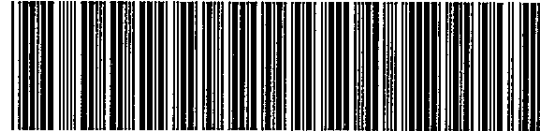


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03 MAY 20 PM 1:54

OFFICE OF STATE
TALLAHASSEE, FLORIDA



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05/16/03--01026--007 **78.75

06/03/03--01082--009 **76.25

W03-14319

AL1

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

*
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Law Offices of
DEAN L. WILLBUR, JR., P.A.
1100 North Olive Avenue
West Palm Beach, Florida 33401

Telephone (561) 832-7773

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Facsimile (561) 832-7994

May 14, 2003

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

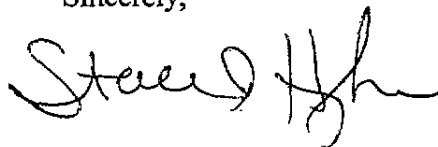
RE: Clematis Lounge, Inc..

Dear Sir/Madam:

Enclosed please find our check in the amount of \$78.75 to cover the fee for filing the above described corporation. After the corporation has been filed please forward a certified copy to our office.

In the event you have any questions regarding this matter, please do not hesitate to contact our office.

Sincerely,



Staci I. Hughes
Sec. to Dean L. Willbur, Jr.

/sih
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

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03 MAY 30 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 19, 2003

DEAN L. WILLBUR, JR., P.A.
1100 NORTH OLIVE AVE.
WEST PALM BEACH, FL 33401

SUBJECT: CLEMATIS LOUNGE, INC.
Ref. Number: W03000014319

We have received your document for CLEMATIS LOUNGE, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$76.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 403A00031049

ARTICLES OF ORGANIZATION

FOR

CLEMATIS LOUNGE, L.L.C.

FILED

03 MAY 30 PM 1:54

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

THE UNDERSIGNED, for the purpose of forming a Limited Liability Company pursuant to Chapter 608, of the laws of the State of Florida, do hereby adopt the following Articles of Organization..

ARTICLE ONE

The name of the Limited Liability Company shall be:

CLEMATIS LOUNGE, L.L.C.

ARTICLE TWO

This Limited Liability Company shall exist in perpetuity commencing on the date of the filing of these Articles of Organization by the Secretary of State.

ARTICLE THREE

This Limited Liability Company is formed for the specific purpose of being engaged in every aspect and phase of the promotion, marketing and operation of a restaurant, nightclub, lounge enterprise; and furthermore to engage in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The name and the Florida street address of the registered agent is:

DEAN L. WILLBUR, JR.

1100 North Olive Avenue

West Palm Beach, Florida 33401


PRINCIPAL AND MAILING ADDRESS SHALL BE THE SAME AS THE REGISTERED AGENTS ADDRESS.

ARTICLE FIVE

FILED

The Limited Liability Company is to be managed by one manager or more managers and is therefore, a manager managed company.

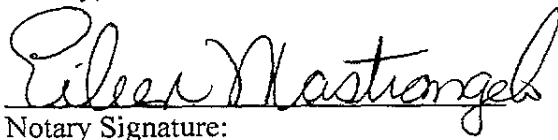
03 MAY 30 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


DEAN L. WILLBUR, JR.

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared DEAN L. WILLBUR, JR., known to me to be the persons described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person: _____ and that an oath (was)(was not) taken.

Witness my hand and official seal in the County and State last aforesaid this 14th day of May, 2003.


Notary Signature:



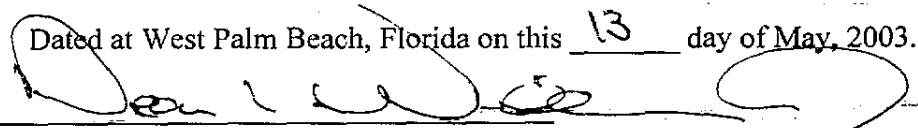
EILEEN MASTRANGELO
MY COMMISSION # DD 106582
EXPIRES: August 5, 2006
Bonded Thru Budget Notary Services


Printed Notary Signature

ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, residing at 1100 North Olive Avenue, West Palm Beach, Florida 33401. I accept the foregoing designation of Registered Agent.

Dated at West Palm Beach, Florida on this 13 day of May, 2003.


DEAN L. WILLBUR, JR.