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DAVID L. GORMAN, P.A.
ATTORNEYS AT LAW

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618 U.S. HIGHWAY ONE, NORTH PALM BEACH, FL 33408

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DAVID L. GORMAN, ESQ.

August 31, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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

Re: Aqua Lounge, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Aqua Lounge, Inc. I have included this firm's check in the amount of \$78.75 which represents the filing fee. Please file stamp the additional copy and return it to me, on behalf of the corporation, in the envelope provided herein. If you have any question, please feel free to contact me.

Sincerely yours,



Cyndi Dyson
Secretary for David L. Gorman, Esq.

/cd
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

AQUA LOUNGE, INC.

The undersigned hereby makes, subscribes, acknowledges, and files these Articles for the purpose of becoming a corporation under the Laws of the State of Florida.

1. The name of this corporation shall be:

Aqua Lounge, Inc.

2. The corporation shall be authorized to engage in any business or activity permitted under the laws of the State of Florida and of the United States.

3. The corporation shall be authorized to issue 1,000 shares of a single class of voting common stock which shall have a par value of \$1.00.

4. The shareholders of the corporation shall be entitled to full preemptive rights.

5. The name and address of the initial registered agent and registered office are as follows:

David L. Gorman, Esq.
David L. Gorman, P.A.
618 U.S. Highway One, Ste. 303
North Palm Beach, FL 33408

The acceptance of designation of the initial registered agent is appended hereto.

6. The name and address of the incorporator of this corporation is as follows:

David L. Gorman, Esq.
David L. Gorman, P.A.
618 U.S. Highway One, Ste. 303
North Palm Beach, FL 33408

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Said incorporator is over the age of eighteen (18) years; is sui juris; and a citizen of the United States.

7. One (1) director shall constitute the initial Board of Directors of the corporation, but the By-Laws may provide for such increase or decrease in number thereof as authorized by law.

8. The original principal office of the corporation shall be at the address set forth below, but the Board of Directors may from time to time in its discretion change the location of the principal office as it deems appropriate.

312 South Congress Avenue
West Palm Beach, FL 33406

9. The name and address of the member of the first Board of Directors is:

Gary A. Odle
312 South Congress Avenue
West Palm Beach, FL 33406

10. Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of common shares in the following manner:

A. Such offering shareholder shall deliver a notice in writing by mail or otherwise to the Secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number shares to be sold or transferred, and his intention to so sell or transfer such shares within thirty (30) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to

purchase all of its outstanding voting shares. Should the corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within thirty (30) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefor with authorization to pay such price against delivery of the shares.

B. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such share as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

C. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase each proportion of those shares which remain thus undisposed of as the total number of shares which he holds bears

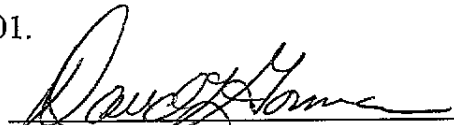
to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

D. If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in this notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

11. The shareholders of the corporation shall have full preemptive rights.

12. Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation, this 31st day of August, 2001.



David L. Gorman
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31st day of August, 2001, by David L. Gorman, who is personally known to me and who did take an oath and who freely and voluntarily acknowledged before me according to law that he

made and subscribed the same for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the
above named County and State this 31st day of August, 2001

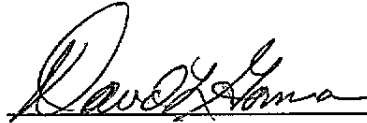


NOTARY PUBLIC



ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

I agree, as Registered Agent for Aqua Lounge, Inc., to accept service of process; to keep office open during prescribed hours; and to post my name in some conspicuous place in the office as required by law.



David L. Gorman

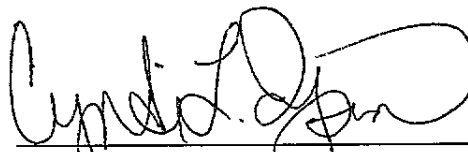
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