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AND NEW YORK
** ALSO ADMITTED IN DISTRICT OF COLUMBIA
AND PENNSYLVANIA

May 13, 2002

Via Federal Express 8256 9166 3306

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

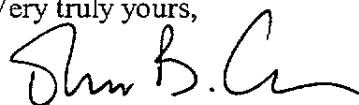
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RE: **Incorporation of KARMA LOUNGE, INC.**
File Number 4-1074-12

Dear Sir/Mam:

Enclosed please find our law firm's check in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75) for the filing of the enclosed Articles of Incorporation and Certificate of Designation of Registered Agent relating to the above referenced Corporation. Please file the Articles and return a copy of the filed articles in the enclosed self-addressed stamped envelope. Thank you for your assistance with this matter.

Very truly yours,



Edward B. Cohen

EBC/gla
Enclosures

FILED
02 MAY 14 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/14/02

5

ARTICLES OF INCORPORATION

OF

KARMA LOUNGE, INC.

FILED

02 MAY 14 PM 4:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is

KARMA LOUNGE, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. To own and operate a restaurant/lounge business.
2. To engage in any activity or business permitted under the laws of the United States

and the State of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be \$1.00 per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him/her from voting thereon.

(c) Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 1818 East Sunrise Boulevard, Fort Lauderdale, Florida 33304. The initial registered agent of this corporation is Antonio Dileo, 1800 East Sunrise Boulevard, Fort Lauderdale, Florida 33304 . The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have two Directors, initially. The name and address of the initial Director of this corporation is:

Antonio Dileo	1818 East Sunrise Boulevard, Fort Lauderdale, FL 33304
Mario Dileo	1818 East Sunrise Boulevard, Fort Lauderdale, FL 33304

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles is:

Antonio Dileo
1818 East Sunrise Boulevard, Fort Lauderdale, FL 33304

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of May, 2002.



ANTONIO DILEO

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 10th day of May, 2002, by Antonio Dileo, who is personally known to me (or who has produced _____ as identification).

(SEAL)


Print Name: Denise E. Symons
Notary Public, State of Florida



Denise E Symons
My Commission DD106999
Expires April 7, 2006


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-- That KARMA LOUNGE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 1800 East Sunrise Blvd., Fort Lauderdale, Florida 33304, in the City of Fort Lauderdale, County of Broward, State of Florida has named Antonio Dileo, its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


ANTONIO DILEO
(Registered Agent)

FILED
02 MAY 14 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA