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11/19/02

Faucheux & Jones, P.A. **FILED**

Attorneys at Law

845 Jenks Avenue
Panama City, Florida 32401
Telephone 850-763-3800
Facsimile 850-763-9593

Patrick J. Faucheux
Nancy L. Jones

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



November 13, 2002

Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Blue Mandarin, Inc.

Dear Sir or Madam:

I am enclosing herewith the original and a copy of the proposed Articles of Incorporation for the new corporation to be known as Blue Mandarin, Inc. together with my check in the amount of \$122.50 for the filing fee, certification of copy and designation of registered agent.

Also enclosed herewith, please find the original and a copy of the certificate designating place of business of the corporation and the acceptance of the designation as registered agent.

I respectfully request that you file these Articles of Incorporation and return a certified copy to me.

Very truly yours,


Nancy L. Jones

NLJ/sm
Enclosures

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**ARTICLES OF INCORPORATION OF
BLUE MANDARIN, INC.**

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CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE: NAME

The name of the corporation is BLUE MANDARIN, INC.

ARTICLE TWO: CORPORATE DURATION

The duration of the corporation is perpetual and shall commence upon filing.

ARTICLE THREE: PURPOSE OR PURPOSE

The general purpose for which the corporation is organized are:

1. Engage in the business of gourmet food shop and art gallery.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors or the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR: CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE FIVE: REGISTERED AGENT

The street address of the initial registered office of the corporation is 7666 Alabama Avenue, St. Joe Beach, Florida 32456, and the name of its initial registered agent at such address, is Dolores Lowery.

ARTICLE SIX: DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Dolores Lowery, 7666 Alabama Avenue, St. Joe Beach, Florida 32456

James H. Lowery, Jr., 7666 Alabama Avenue, St. Joe Beach, Florida 32456

ARTICLE SEVEN: INCORPORATORS

The name and address of each incorporator is:

Dolores Lowery, 7666 Alabama Avenue, St. Joe Beach, Florida 32456

James H. Lowery, Jr., 7666 Alabama Avenue, St. Joe Beach, Florida 32456

EXECUTED by the undersigned at Panama City, Bay County, Florida, on the 8 day of November, 2002.



DOLORES LOWERY

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 8
day of November, 2002, by DOLORES LOWERY, who is personally known to
me or produced _____ as identification.

Susan Andelyn Manis
NOTARY PUBLIC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
BLUE MANDARIN, INC.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

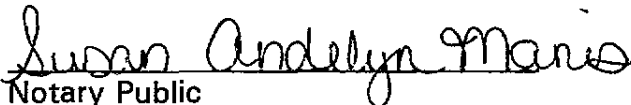
That BLUE MANDARIN, INC., desiring to organize and qualify under the laws of the State of Florida, with its principle place of business at 3503 Highway 98, Mexico Beach, Florida 32410, has named Dolores Lowery, located at 7666 Alabama Avenue, St. Joe Beach, Florida 32456, as its agent to accept service of process within Florida. I ACCEPT THE DESIGNATION OF REGISTERED AGENT.

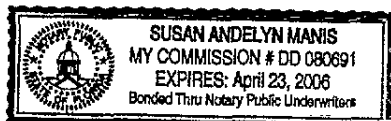
DATED this 8th day of NOVEMBER, 2002.


DOLORES LOWERY, President

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared DOLORES LOWERY, on November 8, 2002, who after first being duly sworn and cautioned, states that she has read the foregoing and that it is true and accurate to the best of her knowledge and belief and that she is signing same as President of Blue Mandarin, Inc.


Notary Public



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STATE
TALLAHASSEE FLORIDA