

**Electronic Articles of Incorporation
For**

P03000029884
FILED
March 14, 2003
Sec. Of State

MANHATTAN LOUNGE INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
MANHATTAN LOUNGE INC.

Article II

The principal place of business address:
14399#A U.S. HWY. 19 NORTH
CLEARWATER, FL. 33764

The mailing address of the corporation is:
14399#A U.S. HWY. 19 NORTH
CLEARWATER, FL. 33764

Article III

The purpose for which this corporation is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:
100

Article V

The name and Florida street address of the registered agent is:
DAMIEN J THOMAS
14399#A U.S. HWY 19 NORTH
CLEARWATER, FL. 33764

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: DAMIEN J. THOMAS

Article VI

The name and address of the incorporator is:

DAMIEN J. THOMAS
2578 OAK TRAIL SOUTH APT.203
CLEARWATER, FLORIDA 33764

Incorporator Signature: DAMIEN J. THOMAS

Article VII

The effective date for this corporation shall be:

03/14/2003