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Fax Number : (850) 205-0381

From:

Account Name : MATTHEWS & HAWKINS, P.A.
Account Number : I19990000039
Phone : (850) 837-3662
Fax Number : (850) 654-1634

FLORIDA PROFIT CORPORATION OR P.A.

The Lounge, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of this corporation shall be:

The Lounge, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1205 E. Point Washington Road, Santa Rosa Beach, Florida 32459

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be:

One Hundred (100) shares
One Dollar (\$1.00) par value

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is:

Mary K. Kraemer, Esq.
Matthews & Hawkins, P.A.
4475 Legendary Drive
Destin, Florida 32541

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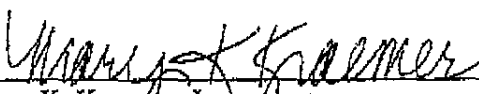
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**ARTICLE V
INCORPORATORS**

The name and street address(es) of the incorporators to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Mary K. Kraemer, Esq.	35 Clayton Lane, Santa Rosa Beach, Florida 32459

The undersigned incorporator has executed these Articles of Incorporation this 8th day of February, 2005.



Mary K. Kraemer, Incorporator

This instrument prepared by:

Matthews & Hawkins, P.A.
35 Clayton Lane
Santa Rosa Beach, Florida 32459

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

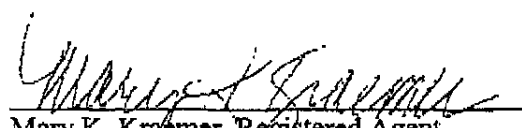
The Lounge, Inc.

2. The name and address of the registered agent and office is:

**Mary K. Kraemer, Esq.
Matthews & Hawkins, P.A.
4475 Legendary Drive
Destin, Florida 32541**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 24th day of February, 2005.


Mary K. Kraemer, Registered Agent

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