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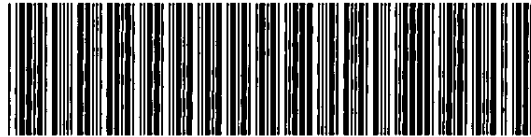
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 12-11

Bauer & Associates

ATTORNEYS AT LAW

A Professional Association

KIRK T. BAUER

POST OFFICE BOX 459
223 SOUTH WOODLAND BOULEVARD
DeLAND, FLORIDA 32721-0459
www.delandattorneys.com

TELEPHONE: (386) 734-3313
FAX: (386) 738-0424
E MAIL: kbauer@delandattorneys.com

December 7, 2007

BY FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Frost Nightclub & Lounge, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and an original and one copy of the Certificate of Designation of Registered Agent/Registered Office for Frost Nightclub & Lounge, Inc. I have enclosed a check in the amount of \$70.00 in payment of your fees.

Please file the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and provide us with the date incorporation was approved.

Sincerely,
BAUER & ASSOCIATES
Attorneys at Law, P.A.


Kirk T. Bauer

KTb:mh
Enclosure

ARTICLES OF INCORPORATION
OF
FROST NIGHTCLUB & LOUNGE, INC.

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

Article I

The name of the corporation shall be: FROST NIGHTCLUB & LOUNGE, INC.

Article II

The principal place of business shall be 945 Cassadaga Road, Lake Helen, Florida 32744 and the mailing address of this corporation is 945 Cassadaga Road, Lake Helen, Florida 32744.

Article III

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares.

Article V

The initial officers of the corporation are:

ANDREW McNIFF	President
GARY ALHEMOVICH	Secretary
GARY ALHEMOVICH	Treasurer

Article VI

The initial directors of the corporation are:

ANDREW McNIFF
GARY ALHEMOVICH

Article VII

The name and address of the initial registered agent is:

ANDREW McNIFF
945 Cassadaga Road
Lake Helen, Florida 32744

Article VIII

This corporation is to exist perpetually.

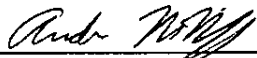
Article IX

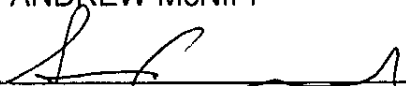
The name and street address of the incorporator to these Articles of Incorporation is:

ANDREW McNIFF
945 Cassadaga Road
Lake Helen, Florida 32744

GARY ALHEMOVICH
1074 W. Seagate Drive
Deltona, Florida 32725

The undersigned incorporators have executed these Articles of Incorporation this 07
day of December, 2007.



ANDREW McNIFF


GARY ALHEMOVICH

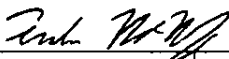
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: FROST NIGHTCLUB & LOUNGE, INC.
2. The name and address of the registered agent and office is:

ANDREW McNIFF
945 Cassadaga Road
Lake Helen, Florida 32744

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.



(SIGNATURE)

12/07/07

(DATE)

DIVISION OF CORPORATIONS
P. O. BOX 6327, TALLAHASSEE, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA