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#2582 P.001/004

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13 NOV 15 AM 9:35
SECRETARY OF STATE
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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE HOOKAH LOUNGE INC.**

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JULIAN J HERNANDEZ

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
THE HOOKAH LOUNGE INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is:

THE HOOKAH LOUNGE INC.

ARTICLE II

The purpose for which the Corporation is organized is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE III

The aggregate number of shares that the Corporation shall have the authority to issue is SEVEN THOUSAND (7,000) shares of Capital Stock, all of one class, with a par value of One Dollar (\$1.00).

ARTICLE IV

The period of duration of the Corporation is perpetual.

ARTICLE V

The amount of capital with which the Corporation shall begin business is not less than SIX HUNDRED DOLLARS (\$600.00).

ARTICLE VI

The address of the initial principal office of the Corporation is 1150 N.W. 72nd Avenue, Ste. 555
Miami, Florida, 33126

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ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation are:

YSRAEL A. PINALES

**7050 N. Miami Avenue
Miami, Fl. 33150**

ARTICLE VIII

The name and address of the initial subscriber and Registered Agent of the Corporation is:

YSRAEL A. PINALES

**7050 N. Miami Avenue
Miami, Fl. 33150**

ARTICLE IX

The following persons shall be the officers of this Corporation for the first year if its existence or until their successors are elected and have qualified:

YSRAEL A. PINALES

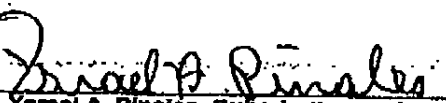
President and Director

ARTICLE X

Shareholders shall not be entitled to preemptive rights.

IN WITNESS WHEREOF, I the undersigned, have made, subscribed and acknowledged this Article of Incorporation, this 14th day of October 2013

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.


**Ysrael A. Pinales, Subscriber and
Registered Agent**

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JULIAN J HERNANDEZ

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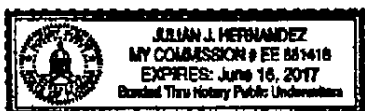
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**STATE OF FLORIDA
COUNTY OF MIAMI DADE**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and County aforesaid to take acknowledgements, personally appeared **YSRAEL A. PINALES** Subscriber and Registered Agent to me known to be the person described in or who (have) (has) produced a Florida Drivers License as identification and who executed the foregoing document and she acknowledged before me that she executed the same.

WITNESS MY HAND and official seal in the County and State aforesaid this 14th day of October, 2013

My commission expires:



Julian J. Hernandez

Notary Public, State of Florida

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