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DIVISION OF CORPORATION

Transmittal Letter

SECRETARY OF STATE
DIVISION OF CORPORATION
96 SEP -3 PM 12:07

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

4000001937504
-09/09/96--01017--010
****131.25 ****131.25

Subject: Menage a Trois, Inc.

English Translation: House of Three, Inc.

Enclosed is an original and one (1) copy of the a check for: \$131.25
(Filing Fee, Certified Copy, and Certificate)

FROM: MENAGE A TROIS, INC.
812 EAST HWY 98
MEXICO BEACH, FL 32314
(904)229-6066

*with
Walt*

James Carter GAVE
AUTHORIZATION BY PHONE TO

CORRECT *R/A Address*

DATE *9/3/96*

DOC EXAM *Donna Brown*

U. BROWN SEP - 3 1996

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -2 PM 12:07

ARTICLE I NAME

Menage a Trols, Inc.

ARTICLE II PRINCIPAL OFFICE

812 EAST HWY 98
MEXICO BEACH, FL. 32314

ARTICLE III SHARES

Three (3) Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

Sheila L. Downum
1601 MARVIN AVENUE
PORT ST. JOE, FLORIDA 32456

ARTICLE V INCORPORATOR(S)

Eric Carter
804 Flight Ave
Panama City, FL . 32404

Susan Carter
804 Flight Ave
Panama City FL .32404

Miriam Whitehead
1511 Monument Ave.
Port St. Joe, FL. 32456

Purposes: 1. To operate food and beverage establishment(s).
2. To engage in the rental of beach equipment.
3. To sell gift shop items.

The foregoing purposes and activities will be interpreter as example only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above.

Stocks: Three (3) shares
Common stock
Par value \$10,000 per share

The undersigned Incorporator(s) have executed these Articles
Incorporation this 28th day of August, 1996.

Susan Carter
William H. Hutchcraft
Eric Carter

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP -3 PM 12:07

**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 your corporation is: Menage a Trois, Inc.
2. The name and address of the registered agent and office is:

Sheila L. Downum
1601 MARVIN AVE.
PORT ST. JOE, FL. 32456

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.

Sheila L. Downum
(Signature)

Sept 3, 1996
(Date)