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TRANSMITTAL LETTER

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

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-05/15/98--01032--017
*****70.00 *****70.00

SUBJECT: PEPPERMINT LOUNGE, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 70.00.

FROM:

Peppermint Lounge, Inc.

2822 Tuckerstown Drive

Sarasota, FL 34231

(941) 921-6557

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 PM 2:44

Note: Additional copy of articles is needed only when certified copy is requested.

5-18
WS

ARTICLES OF INCORPORATION

of

PEPPERMINT LOUNGE, INC.

FILED
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DIVISION OF CORPORATIONS
98 MAY 15 PM 2:44

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 1 - NAME

The name of the corporation shall be: PEPPERMINT LOUNGE, INC.

ARTICLE II - PRINCIPAL OFFICE

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

2822 TUCKERSTOWN DRIVE
SARASOTA, FL 34231

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of Common Stock each having a par value of one (1) dollar per share. Authorized Capital stock may be paid for in cash, services, or property, at a just value.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

R.J. MULLEN
2822 TUCKERSTOWN DRIVE
SARASOTA, FL 34231

ARTICLE V - INCORPORATOR(S)

The name(s) and street address(s) of the incorporator(s) to these Articles of Incorporation is(are):

R.J. MULLEN
2822 TUCKERSTOWN DRIVE
SARASOTA, FL 34231

ARTICLE VI - CAPITAL CONTRIBUTION

The amount of Capital with which this corporation shall begin business is one hundred dollars (\$100.00) cash.

ARTICLE VII - DURATION

This corporation shall exist perpetually.

ARTICLE VIII - PURPOSE

This corporation is organized for the purpose of any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

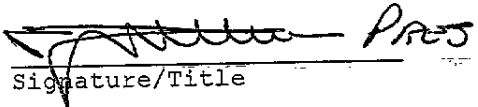
ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or any former officer to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation, and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned has executed these Articles of Incorporation this 15th day of May, 1998.


Signature/Title

Signature/Title

Signature/Title

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAY 15 PM 2:46

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

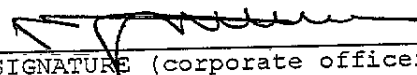
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: PEPPERMINT LOUNGE, INC.
2. The name and address of the registered agent and office is:

R.J. MULLEN

2822 TUCKERSTOWN DRIVE

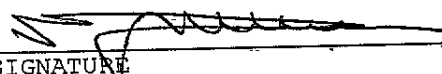
SARASOTA, FL 34231


SIGNATURE (corporate officer)

PRESIDENT
TITLE

5-15-98
DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE 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

5-15-98
DATE

REGISTERED AGENT FILING FEE: \$35.00