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LAW OFFICE  
PATTI A. CHRISTENSEN, P.A.  
FIRST UNION BANK BUILDING  
24 CATHEDRAL PLAZA  
SUITE 506  
ST. AUGUSTINE, FLORIDA 32084

PATTI A. CHRISTENSEN

TEL 904 829-2555  
FAX 904 826-1005

February 10, 1999

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

600002776546--4  
-02/16/99--01022--011  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Tradewinds Tropical Lounge, Inc.

Dear Representative:

Enclosed herewith please find original and one copy of the Articles of Incorporation for the above referenced corporation, together with our firm check in the amount of \$122.50.

Once a Charter Number is issued, please return a copy of the Articles to our office.

Thank you for your assistance in this matter. Please call if you have any questions.

Best regards,

*Barbara*

Barbara S. Conrad  
Legal Assistant  
For the Firm

/bc  
Enclosure

FILED  
99 FEB 16 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FEB 17 1999  
2046

**ARTICLES OF INCORPORATION  
OF**

**TradeWinds Tropical Lounge, Inc.**

**FILED**  
99 FEB 16 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**THE UNDERSIGNED**, acting hereby as Incorporators for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit, pursuant to Chapter 607, Florida Statutes, and other applicable law, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of the corporation shall be **TradeWinds Tropical Lounge, Inc.**

**ARTICLE II**  
**ADDRESS AND REGISTERED OFFICE**

The street address, principal place of business and registered office of this corporation is hereby designated to be 124 Charlotte Street, St. Augustine, Florida 32084, and such principal place of business and registered office may be changed in accordance with the By-Laws of the corporation or by appropriate action of the Board of Directors. The initial Registered Agent of this corporation whose business office is the same as the registered office is hereby designated to be ANTOINETTE C. LEONARD.

**ARTICLE III**  
**NATURE OF BUSINESS**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV**  
**BY-LAWS**

The corporation may in its By-Laws make any other provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States.

**ARTICLE V**  
**CAPITAL STOCK**

The aggregate number of shares which this corporation has authority to issue is one hundred (100), all of which shall be common shares with par value of One and No/100ths (\$1.00) Dollar per share.

**ARTICLE VI**  
**INITIAL CAPITAL**

The amount of capital with which this corporation shall commence business shall be one Hundred and No/100ths (\$100.00) Dollars.

**ARTICLE VII**  
**TERM OF EXISTENCE**

This corporation shall have a perpetual existence unless sooner dissolved according to law.

**ARTICLE VIII**  
**DIRECTORS**

This corporation shall initially have two (2) directors. The number of directors may be increased from time to time in accordance with the provisions of the corporation by-laws adopted by the stockholders. The name and address of the first directors are:

| <b><u>NAME</u></b>    | <b><u>ADDRESS</u></b>                                |
|-----------------------|------------------------------------------------------|
| ANTOINETTE C. LEONARD | 124 Charlotte Street<br>St. Augustine, Florida 32084 |
| JANET M. LEONARD      | 124 Charlotte Street<br>St. Augustine, Florida 32084 |
| JULIE A. LEONARD      | 124 Charlotte Street<br>St. Augustine, Florida 32084 |

**ARTICLE IX**  
**OFFICERS**

This corporation shall consist of the following officers: President, Vice-President, Secretary & Treasurer. The officers of this corporation need not be stockholders.

**ARTICLE X**  
**INITIAL OFFICERS**

The names and post office addresses of the officers who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

| <b><u>NAME AND ADDRESS</u></b>                                                | <b><u>OFFICE</u></b> |
|-------------------------------------------------------------------------------|----------------------|
| ANTOINETTE C. LEONARD<br>124 Charlotte Street<br>St. Augustine, Florida 32084 | President/Treasurer  |
| JANET M. LEONARD<br>124 Charlotte Street<br>St. Augustine, Florida 32095      | Vice-President       |
| JULIE A. LEONARD<br>124 Charlotte Street<br>St. Augustine, Florida 32095      | Secretary            |

**ARTICLE XI**  
**INCORPORATORS**

The name and address of the incorporators are:

| <b><u>NAME</u></b>    | <b><u>ADDRESS</u></b>                                |
|-----------------------|------------------------------------------------------|
| ANTOINETTE C. LEONARD | 124 Charlotte Street<br>St. Augustine, Florida 32084 |
| JANET M. LEONARD      | 124 Charlotte Street<br>St. Augustine, Florida 32084 |

JULIE A. LEONARD

124 Charlotte Street  
St. Augustine, Florida 32084

**ARTICLE XII**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the foregoing Articles of Incorporation on the 10th day of February, A.D., 1999.

Antoinette C. Leonard  
ANTOINETTE C. LEONARD

Janet M. Leonard  
JANET M. LEONARD

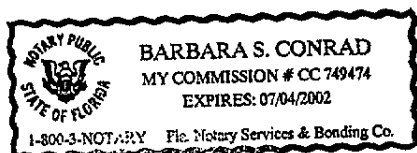
Julie A. Leonard  
JULIE A. LEONARD

STATE OF FLORIDA  
COUNTY OF ST. JOHNS:

I, the undersigned, an officer authorized to administer oaths and take acknowledgments in and for the State of Florida, do hereby certify that on the 10th day of February, 1999, personally came before me, ANTOINETTE C. LEONARD, JANET M. LEONARD, and JULIE A. LEONARD, the parties who signed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed the same as their free act and deed, for the uses and purposes therein set forth. Each of them furnished Driver's license + known to me as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at St. Augustine, St. Johns County, Florida, the day and year aforesaid.

Barbara S. Conrad  
Notary Public, State of Florida  
at Large  
My Commission Expires: \_\_\_\_\_



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED.**

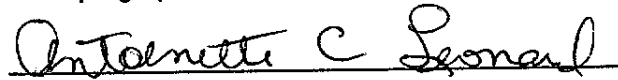
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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act:

That **TradeWinds Tropical Lounge, Inc.** desiring to organize under the laws of  
the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City  
of St. Augustine, County of St. Johns, State of Florida, has named ANTOINETTE C. LEON-  
ARD located at 124 Charlotte Street, St. Augustine, County of St. Johns, State of Florida, as  
its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corpora-  
tion, at place designated in this certificate, I hereby accept to act in this capacity, and agree to  
comply with the provisions of said Act relative to keeping open said office.

  
ANTOINETTE C. LEONARD

(Resident Agent)

**FILED**  
99 FEB 16 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA