

James Harvey Tipler,
(AL, FL, CA),

Frank J. Tipler, Jr.
(1917-1998)

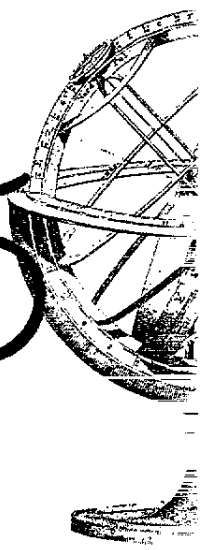
Mal Stanley Duncan
Of Counsel
(GA, CA, AL)

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Please reply to

Florida

September 21, 1999

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

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-09/23/99-01050-001

****122.50 ****78.75

Re: The Oddity Gallery & Lounge, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed to cover the cost of placing this corporation on record.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely yours,

James Harvey Tipler

JHT/lkm

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN SEP 27 1999

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Articles of Incorporation

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is The Oddity Gallery & Lounge, Inc.

2. **Initial Directors.** The names and addresses of the original directors are:

Michael Scott Brown, President, Secretary-Treasurer
101 Old Ferry Road
#29-B
Fort Walton Beach, FL 32579.

3. **Initial Registered Office and Agent.** The name and street address of the initial registered agent of the corporation is:

James Harvey Tipler, Esq.
Paradise Village
348 South West Miracle Strip Parkway
Suite 18
Fort Walton Beach, FL 32548.

4. **Incorporators.** The name and address of the Incorporator is

Michael Scott Brown, President, Secretary-Treasurer
101 Old Ferry Road
#29-B
Fort Walton Beach, FL 32579.

5. **Principal Office/Mailing Address.** The principal office/mailling address of the corporation is:

The Oddity Gallery & Lounge, Inc.
101 Old Ferry Road
#29-B
Fort Walton Beach, FL 32579.

6. **Shares.** The corporation is authorized to issue twenty thousand (20,000) shares, all of one class, at One Dollars (\$1.00) par value.

7. **Shareholder Quorum and Voting.** At least fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of one hundred percent (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

8. **Pre-emptive Rights.** Each shareholders of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of issue bears to the total number of share by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

9. **Greater Voting Requirements for Shareholders.** The affirmative vote of seventy-five percent (75%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers, sale of assets and dissolution.

10. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote, unless there shall be more than two (2) directors, in which case any above-described alterations shall be effective by a majority vote.

11. **Director Quorum and Voting.** Both directors shall be required to constitute a quorum for a meeting of the directors of this corporation, unless there shall be more than two directors, in which case a quorum shall constitute of a majority of the directors. If a quorum is present, the affirmative vote of both directors present shall be the act of the Board of Directors, unless there shall be more than two directors, in which case a majority vote shall be the act of the Board of Directors.

12. **Meetings by Conference Telephone.** Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

13. **Informal Action of Directors and Shareholders.** If the required number of directors/shareholders consent in writing to any action taken or to be taken by the corporation,

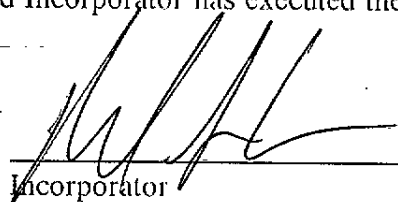
and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

14. **Indemnification.** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.


15. **Directors' Authority to Fix Compensation.** The Directors shall have authority to fix the officers' compensation.

16. **Voting Lists.** The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of each shareholder and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, or at the office of the transfer agent or registrar of the corporation for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19 day of August, 1998.


Incorporator

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.


Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority, personally appeared Michael Scott Brown, who is known to me to be one of the persons who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument. FL B650-557-73-342-5

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of August, 1998.



Kellie S. Browning
MY COMMISSION # CC678850 EXPIRES
September 9, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Kellie S. Browning
Notary Public

My Commission Expires: 9/9/01