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LAW OFFICES OF
GALE M. BOBENHAUSEN, P.A.

P.O. Box 666
Safety Harbor, Florida 34695
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October 25, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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*****87.50 *****87.50

Re: Lorraine's On The Beach, Inc.

Dear Sir or Ms.:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced entity. My check in the amount of \$87.50 is also enclosed. Please file the Articles, and return a certified copy and Certificate of Status to my office at your earliest convenience. In addition, please return a Form 2553 with the package.

Thank you in advance for your time and attention to this matter.

Very truly yours,



GALE M. BOBENHAUSEN
GMB/et
Encls.
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99 OCT 28 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH NOV 01 1999

ARTICLES OF INCORPORATION
FOR PROFIT CORPORATION

The undersigned natural person, acting hereby as incorporator for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation shall be:

LORRAINE'S ON THE BEACH, INC.

The principal office shall be:

16903 Gulf Boulevard
North Redington Beach, FL 33708

The mailing address shall be:

16903 Gulf Boulevard
North Redington Beach, FL 33708

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ARTICLE II
PURPOSES

The general nature and purpose of the business to be transacted, promoted and carried on by the corporation is a bar and grill and related promotional retail business, including everything necessary and proper in accomplishing the purposes herein set forth and anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

(a) The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

(b) The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

ARTICLE IV
DURATION

The corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT

The address of this corporation's initial registered office is:

30 Bishop Creek Drive
Safety Harbor, FL 34695

and the name of its initial registered agent at said address is:

Gale M. Bobenhausen, Esquire

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator is as follows:

Lorraine Desforbes
16903 Gulf Boulevard
North Redington Beach, FL 33708

ARTICLE VII
BOARD OF DIRECTORS

The corporation shall have an initial board of directors consisting of one person. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than one. The name and address of the initial director of this corporation is:

Lorraine Desforbes
16903 Gulf Boulevard
North Redington Beach, FL 33708

ARTICLE VIII
INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records.

ARTICLE IX
INFORMAL DIRECTOR ACTION

If all of the Directors severally or collectively 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.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the board of directors and stockholders provided that such amendment be in compliance with the laws of Florida governing a for profit business corporation.

ARTICLE XII
PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

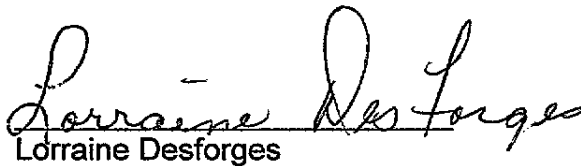
ARTICLE XIII
DEATH OF A SHAREHOLDER

Upon the death of a shareholder, the deceased shareholder stock shall be subject to purchase by the corporation or by the other shareholders at such price and upon such terms and conditions and in such manner as may be provided for by the bylaws of this corporation, or by written agreement between the corporation and its shareholders or by

written agreement among the shareholders, in a manner consistent with law and these articles.

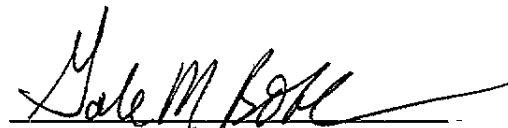
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, this 25th day of October, 1999.

INCORPORATOR


Lorraine Desforges

Having been named as registered agent and to accept process for the above-stated corporation at the place designated above, 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 relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1994).

REGISTERED AGENT


Gale M. Bobenhausen, Esquire
30 Bishop Creek Drive
Safety Harbor, FL 34695
Telephone: (727) 797-6693
Fax: (727) 797-6740

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