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October 26, 1999

State of Florida
Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
10-29-99

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*****78.75 *****78.75

Re: Hookah Joe's, Inc.

Dear Sir/Madam:

Enclosed please find "Articles of Incorporation" and "Certificate Designating Place of Business or Domicile for the Service or Process Within this State, Naming Agent Upon Who Process May Be Verified", a check in the amount of \$78.75 for filing fees and a certified copy of the Articles of Incorporation.

Sincerely,


Dennis Haas, Esq.
Florida Bar No.

Encl.

FILED
1999 NOV - 1 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. Howell NOV 2 1999

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, desiring to incorporate a corporation under the provisions of the Florida Corporation Act do hereby certify:

1. The name of the corporation is **HOOKAH JOE'S, INC.**
2. The term for which the corporation is to exist is perpetual.
3. The general nature of the business to be transacted by the corporation shall be to engage in any act permitted under the laws of the United States of America and of the State of Florida, as limited by the provisions of the Florida Corporation Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is five hundred (500) shares of common stock having a par value of one dollar (\$1.00) each.
5. The initial principal office of the corporation shall be located at 4370 North Federal Highway, Fort Lauderdale, FL 33308. The Registered Agent shall be Stephen Vincent Lyon, at, 4370 North Federal Highway, Fort Lauderdale, FL 33308.
6. The initial Board of Directors shall be comprised of (3) members. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).
7. The names and addresses of the initial Directors are: Stephen Vincent Lyon whose address is 2221 North Atlantic Blvd., Suite #11, Fort Lauderdale, Florida 33305; Thomas Ruzzano, whose address is 3890 NW 4th Court, Coconut Creek, Florida, 33066; and Peter Bisogno, whose address is 2001 N.E. 32nd Avenue, Fort Lauderdale, Florida, 33305.
8. The name and address of the incorporator is: Stephen Vincent Lyon whose address is 2221 North Atlantic Blvd., Suite #11, Fort Lauderdale, Florida 33305.
9. The formation of the corporation shall be effective as of the date of execution and acknowledgment hereof.
10. With respect to all shares of stock of the corporation, every Shareholder upon a sale for cash or other property of any such new shares of stock, or options or warrants therefor, shall have the pre-emptive right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the same price at which such new shares of stock, or option or warrants therefor, are offered to others.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 29th day of October, 1999.


STEPHEN VINCENT LYON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHO PROCESS MAY BE VERIFIED.**

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

The incorporator of Hookah Joe's, Inc., Stephen Vincent Lyon, desiring to organize under the laws of the State of Florida, with its principal office at 4370 North Federal Highway, Fort Lauderdale, FL 33308 has named Stephen Vincent Lyon, located at, 4370 North Federal Highway, City of Fort Lauderdale, County of Broward, State of Florida, 33308, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated people, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.


STEPHEN VINCENT LYON