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INCORPORATORS PLUS

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FLORIDA DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM
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((H96000012916 8))

TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: INCORPORATORS PLUS, INC.
105114002375

ACCT#:

CONTACT: MICHAEL HELLER
PHONE: (954) 475-8484
(954) 475-1125

FAX #:

EFFECTIVE DATE

9-16-96

NAME: HIGH-TIDE LOW-TIDE, INC.

AUDIT NUMBER.....H96000012916

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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9/16/96
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Heller Capital & Consulting

1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484
Fax: (954) 475-1125

FAX TRANSMISSION COVER SHEET

Date: September 18, 1996
To: Dana
Fax: 904-922-4001
Subject: HighTide LowTide, Inc.
Sender: Kristine Palumbo

**YOU SHOULD RECEIVE 6 PAGE(S), INCLUDING THIS COVER SHEET. IF YOU DO
NOT RECEIVE ALL THE PAGES, PLEASE CALL (954) 475-8484.**

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ARTICLES OF INCORPORATION
OF
High-Tide Low-Tide, Inc.,
a Florida corporation

EFFECTIVE DATE
9-16-96

The undersigned, acting as incorporator of High-Tide Low-Tide, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

High-Tide Low-Tide, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

22 S.E. 17th Avenue
Ft. Lauderdale, Florida 33301

FILED
SEP 18 1996
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective September 16th, 1996.

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1214 N. University Drive Plantation, Florida 33322 and the name of the corporation's initial registered agent at that address is Incorporators Plus, Inc..

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 1 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the initial director(s):

Name

William Wood

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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ARTICLE VIII INCORPORATOR

The name and street address of the incorporator is:

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322

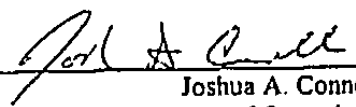
The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 16th day of September, 1996

Incorporators Plus, Inc.:

By: 
Joshua A. Connell
Director of Operations

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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

Pursuant to Chapter 48 091, Florida Statutes, the following is submitted:

That High-Tide Low-Tide, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1214 N. University Drive Plantation, Florida 33322, has named Incorporators Plus, Inc., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Incorporators Plus, Inc.
1214 N. University Drive Plantation, Florida 33322


Joshua A. Connell, Director of Operations
Incorporators Plus, Inc.
Date: September, 16th 1996

Incorporators Plus, Inc.
1214 N. University Drive
Plantation, Florida 33322
(954) 475-8484

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1997

HIGH-TIDE LOW-TIDE, INC.
22 S.E. 17TH AVENUE
FT. LAUDERDALE, FL 33301

SUBJECT: HIGH-TIDE LOW-TIDE, INC.
Ref. Number: P96000077564

Debit Memo #: 8597-V

This is to inform you that check #202 in the amount of \$350.00 submitted with the annual report for HIGH-TIDE LOW-TIDE, INC. has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$367.50 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after August 3, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 897A00029870

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for HIGH-TIDE LOW-TIDE, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of August 18, 1997 for failure to file the required annual report(s), as required by law.

The document number of this corporation is P96000077564.

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Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Nineteenth day of August, 1997



CR2EO22 (2-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State