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Stewart B. Capps, P.A.  
Post Office Box 034021  
Indialantic, Florida 32903  
321-727-3200 Office  
321-727-0029 Fax

November 22, 1999

RE: Shaggs Surf & Sport, Inc.

400003055574--8  
-11/29/99--01124--005  
\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir/Madam:

I am herewith enclosing an original and one copy of Articles of Incorporation for Shaggs Surf & Sport. Please file the articles at your earliest convenience and return a "file" marked copy to me in the enclosed self addressed envelope. I am enclosing the firm check for the amount of \$122.50 which represents the filing fee for the articles.

If you have any questions or should require additional documentation, please let me know.  
Thank you for your assistance in this matter.

Sincerely,



Stewart B. Capps

SBC/dg  
Enclosures

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1999 NOV 29 PM 3:04

FILED

A. Howell DEC 2

**ARTICLES OF INCORPORATION  
OF  
SHAGGS SURF & SPORT, INC.**

FILED  
1999 NOV 29 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **SHAGGS SURF & SPORT, INC.**

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III - PURPOSE**

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of **ONE AND NO/100THS DOLLAR (\$1.00)** par value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI - 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The business address of the initial registered office of this corporation is 2 Wavecrest Avenue, Indialantic, Florida, and the name of the initial registered agent of this corporation at that address is Karin V. Morel.

### **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

**NAME**

**ADDRESS**

Karin V. Morel

2 Wavecrest Avenue, Indialantic, Florida 32903

### **ARTICLE IX - INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

**NAME**

**ADDRESS**

Karin V. Morel

2 Wavecrest Avenue, Indialantic, Florida 32903

### **ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

### **ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

### **ARTICLE XII - COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

### **ARTICLE XIII - INDEMNIFICATION**

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

### **ARTICLE XIV - AMENDMENT**

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.

### **ARTICLE XV - PRINCIPAL OFFICE**

The principal office address and mailing address of this corporation shall be: 2 Wavecrest Avenue, Indialantic, Florida 32903.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of November 1999.

Karin V. Morel  
KARIN V. MOREL, INCORPORATOR

STATE OF FLORIDA     )  
COUNTY OF BREVARD    )

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **KARIN V. MOREL**, who is personally known to me and who did take an oath, and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 22 day of November 1999.

[Signature]  
Notary Public/State of Florida



Stewart B. Capps  
MY COMMISSION # CC875740 EXPIRES  
October 11, 2003  
BONDED THRU TROY FAIR INSURANCE, INC.

**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 in compliance with said Act:

**FIRST**, that **SHAGGS SURF AND SPORT, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Indialantic, County of Brevard, State of Florida, has named **KARIN V. MOREL**, located at 2Wavecrest Avenue, Indialantic, Florida 32903, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation at the 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.

Karin V. Morel  
KARIN V. MOREL

FILED  
1999 NOV 29 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA