

Lazonda D. Dugan  
5778 Daphne Drive  
West Palm Beach, Florida  
33415

PO0000024834

February 29, 2000

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of  
Wave Flyers Inc.

900003158939-24  
-03/06/00--01121--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

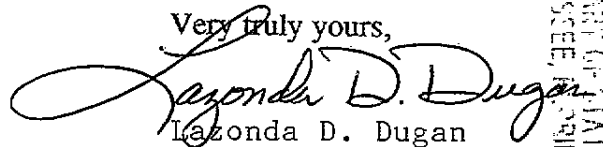
Enclosed please find the original and one (1) copy of the subject Articles of Incorporation. Upon filing of these articles, please return the certified copy of the Articles to the undersigned.

A check in the amount of \$78.75 is enclosed in payment of the following fees:

Filing fees	\$ 35.00
Certified copy of Articles	\$ 8.75
Registered Agent Designation	\$ 35.00
	<hr/>
	\$ 78.75

Your prompt assistance in this matter is greatly appreciated.

Very truly yours,

  
Lazonda D. Dugan

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

a:\ccinc.ltr  
enclosures

T.S.MITH MAR 10 2000

ARTICLES OF INCORPORATION

OF

WAVE FLYERS, INC.

ARTICLE I

Name and Duration

The Name of the Corporation is Wave Flyers, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 5778 Daphne Drive, in the City of West Palm Beach 33415.

ARTICLE III

Registered Office and Agent

The name and address of the registered agent in the State of Florida is LAZONDA DUGAN, 5778 DAPHNE DRIVE, WEST PALM BEACH, FLORIDA 33415.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. The Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

3. In furtherance of its corporate purposes, are to be any and all of the things herein mentioned, as fully and to the same extent as a natural person shall do, VIS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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WAVE FLYERS, INC.,

1. SAID CORPORATION SHALL FURTHER HAVE THE POWER TO HAVE PERPETUAL SUCCESSION BY ITS CORPORATE NAME.
2. TO SUE AND TO BE SUED, COMPLAIN AND DEFEND IN ITS CORPORATE NAME IN ALL ACTIONS OR PROCEEDINGS.
3. TO PURCHASE, TAKE, RECEIVE, LEASE OR OTHERWISE ACQUIRE, OWN, HOLD, IMPROVE, USE, AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL PROPERTY INCLUDING BONDS, SECURITIES AND ANY INTEREST THEREIN, WHEREVER SITUATED.
4. TO SELL, CONVEY, MORTGAGE, PLEDGE, CREATE A SECURITY INTEREST IN, LEASE, EXCHANGE, TRANSFER, AND DISPOSE OF ALL OR ANY PART THEREOF OF ITS REAL OR PERSONAL PROPERTY INCLUDING BONDS, SECURITIES AND ASSETS AS DEEMED NECESSARY BY THE BOARD OF DIRECTORS.
5. TO LEND MONEY TO, AND USE ITS CREDIT TO ASSIST ITS OFFICERS AND EMPLOYEES IN ACCORDANCE WITH FLORIDA STATUTES FSA 607.141 etc.
6. TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, USE, EMPLOY, SELL, MORTGAGE, LEND, PLEDGE, DISPOSE OF, USE AND DEAL IN AND WITH SHARES OR OTHER INTERESTS OF OTHER DOMESTIC OR FOREIGN CORPORATIONS, ASSOCIATIONS, PARTNERSHIPS, INDIVIDUALS, DIRECTLY OR INDIRECTLY AS DEEMED INSTRUMENTAL TO THE LAWFUL OPERATION OF THIS CORPORATION.
7. TO MAKE CONTRACTS AND GUARANTEES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE TO BE JUST AND EQUITABLE.
8. TO LEND MONEY FOR ITS CORPORATE PURPOSES, INVEST AND REINVEST ITS FUNDS, TO TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY OF THE PAYMENT OF FUNDS SO LOANED OR INVESTED. THE RIGHTS UNDER LAW TO ACQUIRE REAL AND PERSONAL PROPERTIES SECURING SAID OBLIGATIONS. THE RIGHTS OF FORFEITURE AGAINST ANY ESTATE SECURING SAID OBLIGATIONS TO THIS CORPORATION.
9. TO CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, HAVE OFFICES AND EXERCISE THE POWERS GRANTED BY THIS ACT IN THIS STATE OR OUTSIDE THIS STATE.
10. TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC OR EDUCATIONAL PURPOSES.
11. TO PAY PENSIONS AND ESTABLISH PENSION PLANS, PROFIT SHARING PLANS, STOCK BONUS PLANS, STOCK OPTION PLANS AND OTHER INCENTIVE PLANS FOR ITS OFFICERS, BOARD OF DIRECTORS, EMPLOYEES AND ANY AND ALL OF ITS SUBSIDIARIES.
12. TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE, MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR ANY OTHER ENTERPRISE.
13. TO HAVE AND EXERCISE ALL POWERS NECESSARY OF CONVENIENCE TO EFFECT ITS PURPOSE.

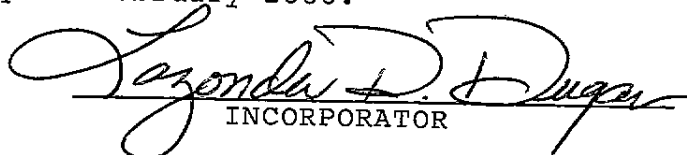
WAVE FLYERS, INC.,

ARTICLE V

AMENDMENT

This Corporation reserves the right to amend, change, alter or repeal any provision contained in these Articles of Incorporation, or any amendment hereto in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 29th day of February 2000.

  
INCORPORATOR

ARTICLE VI

CAPITAL STOCK

The aggregate number of shares of capital stock which this Corporation has the authority to issue is the total of Seventy-Five Thousand (75,000) shares with an par value of \$1.00 par value per common share. Unless otherwise stated in these articles, or in an Amendment to these Articles there shall be only one class of stock of this Corporation.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator or of this Corporation is as follows:

Lazonda D. Dugan

5778 Daphne Drive  
West Palm Beach, Florida 33415.

WAVE FLYERS, INC.,

ARTICLE VIII

BOARD OF DIRECTORS

1. This Corporation shall have a Board of three (3) Directors initially. The number of members of the Board of the Directors may be increased or diminished from time to time by an amendment to the bylaws of the Corporation in manner provided by law but shall never be less than three (3) Directors on the Board.

2. If any vacancy occurs in the Board of Directors during the term of a Board member, the remaining directors, may by an affirmative vote of a majority thereof, may elect a director to fill the vacancy.

3. The names and addresses of the persons who shall serve as the three (3) initial directors of the Corporation are as follows:

1. LAZONDA D. DUGAN

5778 DAPHNE DRIVE  
WEST PALM BEACH, FLORIDA 33415

2. KIMBERLY K. DUGAN

5778 DAPHNE DRIVE  
WEST PALM BEACH, FLORIDA 33415

3. JAMIE M. DUGAN ZENSEN

5778 DAPHNE DRIVE  
WEST PALM BEACH, FLORIDA 33415

ARTICLE IX

BYLAWS

The power to adopt, amend, alter, or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

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

WAVE FLYERS, INC.,

ARTICLE XI

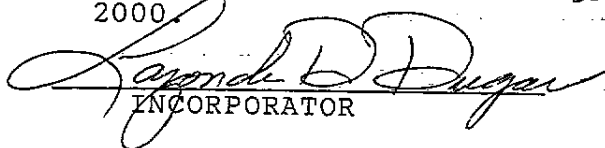
TRANSFER OF SHARES

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

ARTICLE XII

INCORPORATOR OF INCORPORATION

The undersigned, for purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and has executed these Articles of Incorporation this 29<sup>th</sup> day of February 2000.

  
INCORPORATOR

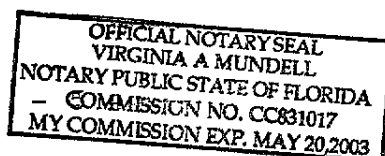


STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared LAZONDA D. DUGAN, to me well known to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me she executed such instrument.

IN WITNESS WHEREOF, I have hereto set my hand and seal this the 29<sup>th</sup> day of February 2000.

  
NOTARY PUBLIC



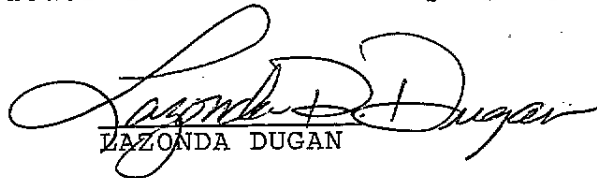
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Wave Flyers, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of West Palm Beach, County of Palm Beach, State of Florida, has named LAZONDA DUGAN, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office.

  
LAZONDA DUGAN

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

DATED: February 29, 2000