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Martha E. Kilpatrick

256 Chipola Cove
Destin, FL 32541
(850) 837-3646

June 27, 2000

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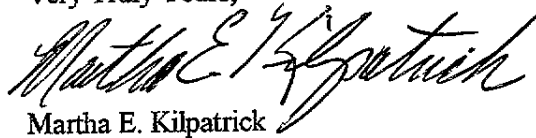
Division of Corporation
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: TREASURES BY THE SEA, INC.

To Whom It May Concern:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation along with the designation and acceptance by the registered agent and a check in the amount of \$70.00 for Filing Fees and Registered Agent Designation. Please file with the appropriate department for the above referenced corporation at your earliest convenience. If you are in need of further information, feel free to contact me at the above address. Thank you for your assistance.

Very Truly Yours,


Martha E. Kilpatrick

Enclosures: (2)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TREASURES BY THE SEA, INC.

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the Corporation shall be:

TREASURES BY THE SEA, INC.

For convenience, the Corporation shall be referred to in this instrument as the
"Corporation."

Article II

Address

The initial principal office and mailing address of the Corporation shall be:

256 Chipola Cove
Destin, FL 32541

Article III

Nature of Business

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV

Capital Stock

The Corporation is authorized to issue One Thousand (1,000) shares of stock with a par value of one dollar (\$1.00) each. Such stock shall be of a single class and shall be issued under Section 1244 of the Internal Revenue Code.

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TALLAHASSEE, FLORIDA

All stock, when issued, shall be fully paid, and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, for a consideration having a value in the judgment of the Board of Directors of the Corporation, at least equivalent to the full value of the stock issued.

Article V
Term of Existence

The Corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation.

Article VI
Registered Agent and Initial Registered Office

The name and address of the initial registered agent and initial registered office shall be:

Martha E. Kilpatrick
256 Chipola Cove
Destin, FL 32541

Article VII
Directors

This corporation shall have a board of directors consisting of not less than one (1) nor more than five (5) directors.

The names and addresses of the initial Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Martha E. Kilpatrick	256 Chipola Cove Destin, FL 32541

The person(s) named as initial director(s) shall hold office for the first year of existence of this Corporation or until his/her/their successor(s) is/are elected or appointed and has/have qualified or until removed, whichever occurs first.

Article VIII
Bylaws

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

Article IX
Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

Article X
Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

Article XI
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/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XII
Incorporator

The name and address of the incorporator of the Corporation is:

Martha E. Kilpatrick
256 Chipola Cove
Destin, FL 32541

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of June, 2000.


MARTHA E. KILPATRICK, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT

I, MARTHA E. KILPATRICK, hereby accept appointment as registered agent for the Corporation, and acknowledge my acceptance with my signature below on this 27th day of June, 2000.


MARTHA E. KILPATRICK, Registered Agent

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TALLAHASSEE, FLORIDA