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ACCOUNT NO. : 072100000032

REFERENCE : 862885 105581A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : October 13, 2000

ORDER TIME : 11:29 AM

ORDER NO. : 862885-005

CUSTOMER NO: 105581A

CUSTOMER: Dorothy Reisch, Legal Asst
Len Aronoff, Esq

1947 Lee Road

Winter Park, FL 32789

DOMESTIC FILING

NAME: SEA OF MIRACLES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 13 PM 3:02

RECEIVED
OCT 13 PM 2:27
10001144191--8
TALLAHASSEE, FLORIDA

eg 10/13/00

Articles of Incorporation
of
SEA OF MIRACLES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 PM 3:02

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act , adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is Sea of Miracles, Inc.

The mailing address of the corporation is :

1947 Lee Road
Winter Park, Florida 32789

ARTICLE II - TERM OF EXISTENCE

The period of duration of the corporation is perpetual

ARTICLE III - NATURE OF BUSINESS

The general purpose for which the corporation is organized is to engage in general and related business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United State, or by the foreign country. Additionally, to engage in any business or occupation that is lawful in the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of stock, with a par value of \$1.00 per share. All 100 shares shall be issued upon incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

LEN ARONOFF, ESQUIRE
1947 Lee Road
Winter Park, Florida 32789

Initial Principal Office:

1947 Lee Road
Winter Park, Florida 32789

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director is:

Dorothy Reisch
1947 Lee Road
Winter Park, FL 32789

ARTICLE VII - INCORPORATOR (S)

The name and address of the incorporator (s) signing these Articles of Incorporation are:

Dorothy Reisch
1947 Lee Road
Winter Park, FL 32789

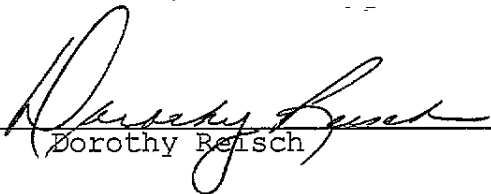
ARTICLE VIII - INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE IX - AMENDMENT OF THE ARTICLES

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.

EXECUTED by the undersigned at Winter Park, Florida, this 10th day of October, 2000.

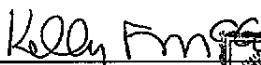


Dorothy Reisch

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared Dorothy Reisch, to me known to be the person described as the subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation.

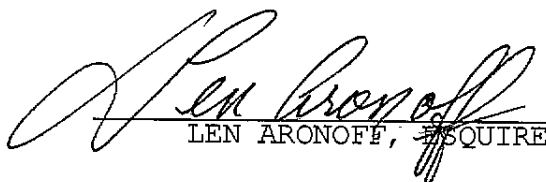
WITNESS my hand and seal this 10th day of October, 2000.


Notary Public
My commission expires: 

ACCEPTANCE BY REGISTERED AGENT

I, LEN ARONOFF, ESQUIRE, agree to accept the designation of Registered Agent for Sea of Miracles, Inc. and as such Registered Agent, I agree to accept Service of Process and to comply with all other requirements of Florida Statute, Chapter 607 which apply to my capacity as Registered Agent.

DATED this ____ day of October, 2000.

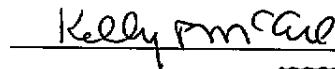

LEN ARONOFF, ESQUIRE

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid, personally appeared Len Aronoff, Esquire, to me known to be the person described as the subscriber, who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to the Articles of Incorporation.

WITNESS my hand and seal this 10th day of October, 2000.



Notary Public
My commission expires



CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA, AND NAMING THE REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 13 PM 3:02

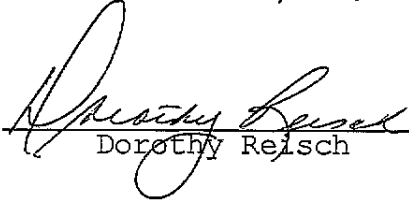
In compliance with Statutes 48.091 and 607.034 of the Florida
Statutes, the following is submitted:

1. Sea of Miracles, Inc., desiring to qualify under the
laws of the State of Florida, with its principal place of business
in the City of Winter Park, State of Florida, has named LEN
ARONOFF, ESQUIRE, located at 1947 Lee Road, City of Winter Park,
State of Florida,³²⁷⁸⁹ as its Registered Agent to accept service of
process within the State of Florida.

DATED this 10th day of October, 2000.

SEA OF MIRACLES, INC.

By:


Dorothy Reisch

Having been named to accept service of process for the above
named corporation at the place designated above, I HEREBY AGREE TO
ACT in this capacity and agree to comply with the provisions of all
statutes relative to the proper and complete performance of my
duties.

DATED this 10th day of October, 2000.


LEN ARONOFF, ESQUIRE