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TINO GONZALEZ , P.A.
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Melbourne, Florida 32935

FILED
01 JUN 29 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Telephone: (321) 751-9675

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Jun 21, 2001

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*****78.75 *****78.75

Secretary of State
P O Box 6327
Tallahassee, FL 32314

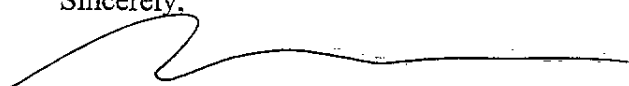
re: NAUTICA DEVELOPMENT, INC.

Dear Secretary of State:

Please find enclosed a check for \$78.75 to file the enclosed Articles of Incorporation. Please send me a certified copy of same.

Should you have any questions, please contact my office.

Sincerely,



TINO GONZALEZ

D. BROWN JUL - 3 2001

**ARTICLES OF INCORPORATION
OF
NAUTICA DEVELOPMENT, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is NAUTICA DEVELOPMENT, INC., whose principal office and mailing address is 715-B NORTH DRIVE, MELBOURNE, FLORIDA 32934.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon filing of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

registered agent:	Diane Calleja 715-B North Drive Melbourne, FL 32934
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ARTICLE VI - OFFICERS

The officers of the Corporation are as follows:

President	Diane Calleja
Vice President	Armando Calleja
Secretary	Diane Calleja
Treasurer	Diane Calleja

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS

The name and address of the initial director of this corporation are:

name and addresses: Diane Calleja
 715-B North Drive
 Melbourne, FL 32934

The person named as the initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the sole incorporator is:

Diane Calleja
715-B North Drive
Melbourne, FL 32934

ARTICLE X - AMENDMENT

The shareholders shall have the power to adopt, amend, or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority vote of the common stock.

IN WITNESS WHEREOF, the undersigned, as sole incorporator, has executed the foregoing Articles of Incorporation on the 11 day of May, 2001.

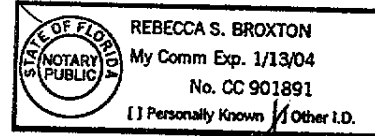
Diane Calleja
DIANE CALLEJA

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared DIANE CALLEJA, to me known to be the person described as the sole incorporator^{*} and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this 11th day of May, 2001.

* FL DL C420-173-58-952-0

Rebecca S. Broxton
Notary Public



Print Name

My Commission Expires:

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with
said act:

FIRST: That NAUTICA DEVELOPMENT, INC., desiring to organize under the laws of the
State of Florida, with its principal office, as indicated in the Articles of Incorporation, in Melbourne,
Brevard County, Florida, has named DIANE CALLEJA, 715-B NORTH DRIVE, MELBOURNE,
FLORIDA 32934, as its agent to accept service of process with in the State.

ACKNOWLEDGMENT: Having been named to accept service of process for the above
stated corporation, I hereby accept to act in this capacity and agree to comply with the provisions of
said act relative to keeping open said office.

Diane Calleja
DIANE CALLEJA
Registered Agent