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JOHN A. PANYKO, P.A.
BOARD CERTIFIED TAX ATTORNEY

PHONE (850) 438-7272

FACSIMILE (850) 438-7224

August 14, 2001

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

400004538294--8
-08/16/01--01027--014
*****78.75 *****78.75

RE: Sea of Dreams, Inc.
Our File No. S22-01423

Gentlemen:

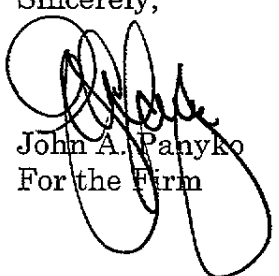
Enclosed please find an original and one copy of Articles of Incorporation to be filed on behalf of Sea of Dreams, Inc.

Also enclosed please find check number 1120 in the amount of \$78.75 in payment of the required filing fee including registered agent designation and certified copy.

Please file the Articles of Incorporation and return to the undersigned a certified copy of same.

Thank you for your assistance in this matter.

Sincerely,


John A. Panyko
For the Firm

JAP/cmw

Enclosures (3)

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01 AUG 16 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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2001/8/20

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ARTICLES OF INCORPORATION

01 AUG 16 PM 2:59

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SEA OF DREAMS, INC.

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 AND PRINCIPAL OFFICE

The name of this corporation is Sea of Dreams, Inc., and its principal office is located at 1205 Maldonado Drive, Pensacola Beach, Florida 32561, its mailing address is the same.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of filing of these Articles of Incorporation.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$.10 par value common stock, all of one class and series.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 1205 Maldonado Drive, Pensacola Beach, Florida 32561, and the name of this corporation's initial registered agent is Richard M. Everett, III.

ARTICLE VI

INCORPORATORS

The name and address of the incorporator is Richard M. Everett, III, 1205 Maldonado Drive, Pensacola Beach, Florida 32561.

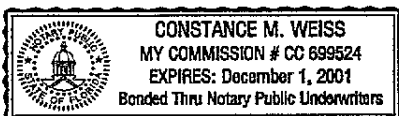
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of August, 2001.

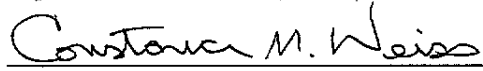


RICHARD M. EVERETT, III, Incorporator

STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this 10th day of August, 2001, by RICHARD M. EVERETT, III, who personally appeared before me and who is personally known to me or who has produced _____ as identification.





NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Richard M. Everett, III, am familiar with and hereby accept the appointment as Registered Agent for Sea of Dreams, Inc., as set forth in the Articles of Incorporation filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 10th day of August, 2001.



RICHARD M. EVERETT, III

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SECRETARY OF STATE
TALLAHASSEE FLORIDA