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TRANSMITTAL LETTER

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

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-05/17/02--01008--016

*****70.00 *****70.00

SUBJECT: Everything Under the Sun of Duval County, Inc.
(Proposed corporate name)

Enclosed are an original and one (1) copy of the articles of incorporation and a check payable to "Department of State" in the amount of \$70.00.

FROM: Terry J. Hood, CPA
427 North 3rd Street
Jacksonville Beach, FL 32250
Phone: (904) 246-0713
Fax : (904) 246-8641

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 17 AM 10:31

5-20-02
WCC

**ARTICLES OF INCORPORATION
OF
EVERYTHING UNDER THE SUN
OF DUVAL COUNTY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 17 AM 10:31

The undersigned, acting as Sole 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 shall be:

EVERYTHING UNDER THE SUN OF DUVAL COUNTY, INC.

The address of the principal office of this corporation shall be 224 Boardwalk, Jacksonville Beach, Florida 32250, and the mailing address of the corporation shall be the same.

ARTICLE II. 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, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 224 Boardwalk, Jacksonville Beach, Florida 32250, and the name of the initial registered agent of the corporation at that address is John B. Middleton.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and two directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed is:

John Middleton
Dir./Pres.

224 Boardwalk
Jacksonville Beach, Florida 32250

Dustin L. White
Dir./Vice Pres.

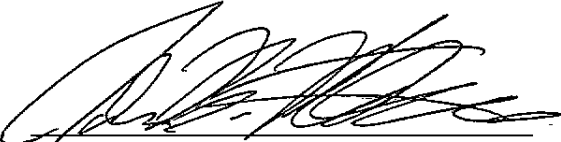
224 Boardwalk
Jacksonville Beach, Florida 32250

ARTICLE VII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

John B. Middleton
224 Boardwalk
Jacksonville Beach, Florida 32250

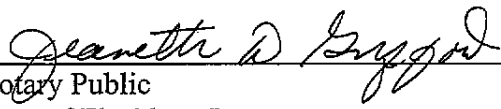
IN WITNESS WHEREOF, the undersigned has hereto set his hand and seal on this 14th
day of May, 2002.


John B. Middleton

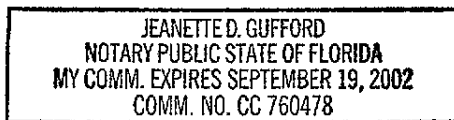
STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared John B. Middleton personally known to me to be the person described in and who subscribed to the Articles of Incorporation, and that he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the County and State named above this 14th day of May, 2002.

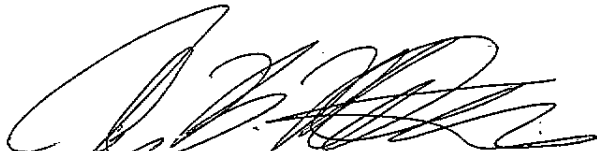


Notary Public
State of Florida at Large



ACCEPTANCE:

I, the undersigned, being a citizen of Jacksonville, Duval County, Florida, do hereby accept the designation of Registered Agent of the above named Corporation, and agree to comply with the applicable provisions of the Florida Statutes.



John B. Middleton

FILED STATE
SECRETARY OF CORPORATIONS
02 MAY 17 AM 10:31