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To: Division of Corporations
Fax Number : (850) 205-0351

From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : E20000000257
Phone : (850) 224-8870
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FLORIDA PROFIT CORPORATION OR P.A.

SOUTH BEACH SUN & SWIMWEAR, INC.

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ARTICLES OF INCORPORATION
OF
SOUTH BEACH SUN & SWIMWEAR, INC.

STATE OF FLORIDA
TALLAHASSEE

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **SOUTH BEACH SUN & SWIMWEAR, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 255 Front Street, Key West, FL 33040.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

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ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **Edward W. Horan, 608 Whitehead Street, Key West, FL 33040.**

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is **President/ Secretary/ Treasurer: Phillip M. Hochberg, 247 Front Street, Key West, FL 33040.**

The undersigned has executed these Articles of Incorporation this 8th day of October 2002.

"Capital Connection, Inc. by Stacey Leggett, Client Representative"

Stacey Leggett

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**CONSENT TO SERVE AS REGISTERED AGENT FOR
SOUTH BEACH SUN & SWIMWEAR, INC.**

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: 10/8/02
EDWARD W. HORAN

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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