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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AUTHORIZATION BY PHONE TO

CORRECT Name RA

DATE 5-23-03

DOC. EXAM. [Signature]

5-23-03  
[Signature]

**O'NEILL & O'NEILL SERVICES, INC.**

ACCOUNTING, TAX RETURNS AND RELATED SERVICES  
1009 21ST STREET NORTH P.O. BOX 50975  
JACKSONVILLE BEACH, FL 32240-0975  
904-249-3100 PHONE  
904-249-2111 FAX

MAY 10, 2003

FLORIDA SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

RE: New Filing Name Choice No. 1: K CORP, INC.  
Name Choice No. 2: KARINA CORP, INC.

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced business, and a check in the amount of \$122.50 payable to the Florida Corporate Division.

Please file the Articles and certify and return the copy to us at your earliest convenience.

We appreciate your assistance in this matter.

Very truly yours,

*Karen B. O'Neill*

Karen B. O'Neill, AS, AS, BA  
President, O'Neill and O'Neill Services, Inc.

/kbo  
Enclosures  
cc Erik Petroni

**ARTICLES OF INCORPORATION  
of KARINA CORP, INC.**

FILED

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**ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICES**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of this corporation is: KARINA CORP, INC., with initial principal offices located at 1015 Atlantic Blvd., Suite 888, Atlantic Beach, FL 32233.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of promoting the sport of surfing and the related activities of its principals or of engaging in any other activity or business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One hundred (100) shares of stock with the par value of One and no one-hundredths dollars (\$1.00) per share, which shall be designated as "Common Shares".

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agents of this corporation are:  
Gerard Petroni, 1879 Beach Avenue, Atlantic Beach, FL 32233.

A Certificate and Acceptance of Designated Registered Agent is attached hereto as Exhibit "A".

**ARTICLE VII - CORPORATE DIRECTORS**

This corporation shall have three (3) Directors constituting the initial Board of Directors, who shall serve in an advisory capacity. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one director nor more than five.

**ARTICLES OF INCORPORATION**  
*of* KARINA CORP, INC.

The names and addresses of the directors on the initial Board of Directors of the corporation are:

NAME	ADDRESS
ERIK PETRONI	1015 Atlantic Blvd. No. 888 Atlantic Beach, FL 32233
GERARD PETRONI REIDUNN PETRONI	1879 Beach Avenue Atlantic Beach, FL 32233

**ARTICLE VIII - OFFICERS**

The officers of the corporation shall be a president, senior vice-president, two (2) assistant vice-presidents, a secretary and a treasurer, who shall be appointed or elected by the Board of Directors as shall be prescribed in the bylaws. The name and street address of each of the initial officers is:

NAME	ADDRESS
KARINA PETRONI President and Secretary	1015 Atlantic Blvd. No 888 Atlantic Beach, FL 32233
ERIK PETRONI Senior Vice-President and Treasurer	1015 Atlantic Blvd No 888 Atlantic Beach, FL 32233
GERARD PETRONI Assistant Vice-President	1879 Beach Avenue Atlantic Beach, FL 32233
REIDUNN PETRONI Assistant Vice-President	1879 Beach Avenue Atlantic Beach, FL 32233

**ARTICLE IX - INCORPORATORS**

The name and address of each Incorporator signing these articles:

NAME	ADDRESS
ERIK PETRONI	1015 Atlantic Blvd. No. 888 Atlantic Beach, FL 32233

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any Officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLES OF INCORPORATION**  
*of* KARINA CORP, INC.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

*IN WITNESS WHEREOF*, the undersigned Incorporator has executed these Articles of Incorporation on the 13<sup>th</sup> day of May 2003.



SIGNATURE OF INCORPORATOR  
ERIK PETRONI

**ARTICLES OF INCORPORATION**  
**of KARINA CORP, INC.**

FILED

CERTIFICATE DESIGNATING REGISTERED AGENT  
and PLACE of BUSINESS or DOMICILE for the SERVICE of  
PROCESS within FLORIDA, and ACCEPTANCE of AGENT  
upon Whom PROCESS MAY BE SERVED

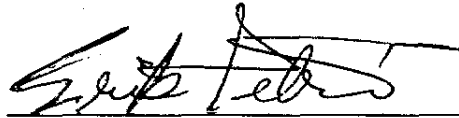
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

KARINA CORP, INC., desiring to qualify under the laws of the State of Florida, with principal offices located at 1015 Atlantic Blvd. Suite No 888, Atlantic Beach, FL 32233, has named Gerard and Reidunn Petroni of 1879 Beach Avenue, Atlantic Beach, FL 32233, as its agents to accept service of process within the State of Florida.

Dated: May 13, 2003

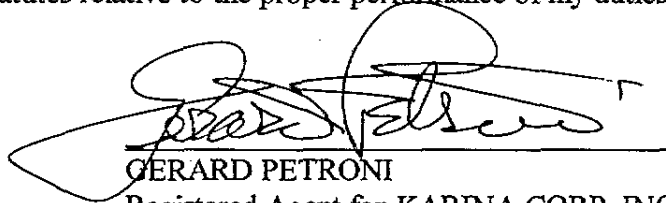


KARINA CORP, INC.

BY: ERIK PETRONI, Sr. Vice-President  
and Treasurer

**ACCEPTANCE**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



GERARD PETRONI

Registered Agent for KARINA CORP, INC.

EXHIBIT "A"