

# P030000063405

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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**UNDERGROUND SURF COMPANY, INC.**

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## ARTICLES OF INCORPORATION

OF

### UNDERGROUND SURF COMPANY, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to acknowledge and file the following Articles of Incorporation for creating a corporation under the laws of the State of Florida.

#### ARTICLE I

The name of this corporation shall be UNDERGROUND SURF COMPANY, INC., initial address of this corporation shall be 1003 SE 6<sup>th</sup> Street, Deerfield Beach, FL 33441.

#### ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of FLORIDA.

#### ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
Authorized	Per Share	Stock
50,000	\$ 1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

#### ARTICLE IV

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE V

The initial registered office of this corporation shall be at 1003 SE 6<sup>th</sup> Street, Deerfield Beach, FL 33441 with the privilege of having its offices and branch offices at other places within or

without the State of Florida. The initial registered agent at that address shall be Michael L. Sammaritano.

#### ARTICLE VI

This corporation shall have at least 1 directors initially, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereof, determine that the corporation be managed by the stockholders.

#### ARTICLE VII

The names and addresses of the first director of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

MICHAEL L. SAMMARITANO

<1003 SE 6<sup>th</sup> Street>

<Deerfield Beach, FL 33441>

#### ARTICLE VIII

The name and address of the incorporator is MICHAEL L. SAMMARITANO, <1003 SE 6 TH STREET, DEERFIELD BEACH, FL 33441>.

#### ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force an effect as if he were not such a director or officer of such other corporation, or not so interested.

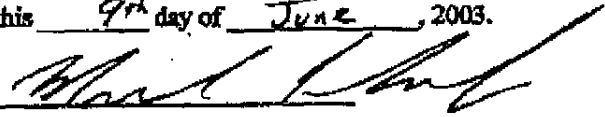
#### ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

ARTICLE XI

This corporation may indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 9<sup>th</sup> day of June, 2003.

  
MICHAEL L SAMMARITANO  
Incorporator

STATE OF FLORIDA )

) ss:

COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared MICHAEL L SAMMARITANO known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 9<sup>th</sup> day of \_\_\_\_\_ 2003.

\_\_\_\_\_  
Notary Public

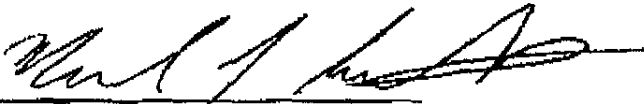
My Commission Expires:

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

In compliance with the laws of FLORIDA, the following is submitted:

First, that UNDERGROUND SURF COMPANY, INC. desiring to organize under the laws of  
the State of FLORIDA, has named MICHAEL L SAMMARITANO, <1003 SE 6 TH STREET,  
DEERFIELD BEACH, FL 33441 > County of <BROWARD>, State of FLORIDA, as its  
statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place  
designated in this certificate, I hereby accept the same and agree to act in this capacity, and  
agree to comply with the provisions of FLORIDA law relative to keeping the registered office  
open, and I accept the obligations of Section 607.325 F.S.



MICHAEL L SAMMARITANO

Registered Agent

Dated: this 7<sup>th</sup> day of June, 2003

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