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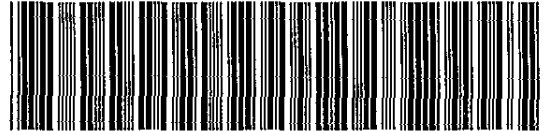
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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January 15, 2004

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Secrets of the Sea, Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
- Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

File 2nd

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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**ARTICLES OF INCORPORATION
OF
SECRETS OF THE SEA, INC.**

We, the undersigned, do hereby associate ourselves in order to form a corporation for the purpose hereinafter stated and do hereby certify as follows:

ARTICLE I

The name of this corporation shall be and is hereby declared to be SECRETS OF THE SEA, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation, together with and in addition to those powers conferred by the laws of Florida and the principles of common law upon corporations organized under and by virtue of the laws of Florida, is the following:

All lawful business.

In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to-wit:

To take, own, hold, deal in, mortgage or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatsoever buy or dispose of real property within or without the State of Florida, wherever situated.

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge or otherwise to give liens against, and to lease, sell, assign, exchange, transfer or in any manner dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within Florida and out of Florida.

To enter into, make, perform contracts of every kind for any lawful purpose with any person, firm, association or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof.

To acquire the goodwill, rights of property of any person, firm or corporation, and the whole or any part of their assets, tangible or intangible, to pay for the said goodwill, rights, property and assets in cash, the stock of this company, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferrer; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, register, or in any manner to acquire and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands or other rights, to work, operate or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any part of them.

Without limit as to amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

In general to carry on any other business in connection therewith, whether manufacturing, contracting or otherwise, not forbidden by the laws of the State of Florida, and with all powers conferred upon corporations by the laws of the State of Florida.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Article II of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in these Article of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or

paragraphs of these Articles of Incorporation shall be regarded as independent subjects, purposes and powers, and shall not be construed to restrict in any manner the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

ARTICLE III

The amount of the total authorized capital stock which may be issued by the corporation is 100 shares of common stock of \$1.00 par value per share.

All or any part of said capital stock may be payable either in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, and the judgment of such directors as to the value of such property, labor or services shall, in the absence of fraud, be conclusive upon the stockholders and the parties dealing with the corporation. The capital stock may be issued and paid for at such time or times and upon such terms and conditions as the Board of Director may determine, and the amount of the capital stock increased or decreased in the manner provided by law.

ARTICLE IV

The amount of capital stock with which this corporation shall begin business is \$500.00.

ARTICLE V

The existence of this corporation shall be perpetual and shall commence on the date of filing of these Articles of Incorporation.

ARTICLE VI

The name of the registered agent and the registered office of this corporation in the State of Florida are respectively:

Michael Scott Stone, 2555 Dobbs Road, Unit 11, St. Augustine, Florida 32086.

ARTICLE VII

The number of directors of this corporation shall be not less than one.

ARTICLE VIII

The names and post office addresses of the Board of Directors and officers who, subject to the provisions of these Articles of Incorporation and the Bylaws to be adopted, shall hold office until their successors are elected and qualified are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Michael Scott Stone	President/Treasurer/Director	2555 Dobbs Road, Unit 11 St. Augustine, FL 32086
Liviana A. Stone	Vice President/Secretary/ Director	2555 Dobbs Road, Unit 11 St. Augustine, FL 32086.

ARTICLE IX

The names and post office addresses of each subscriber to these Articles of Incorporation, and the number of shares of stock of this corporation which each agrees to take, are as follows:

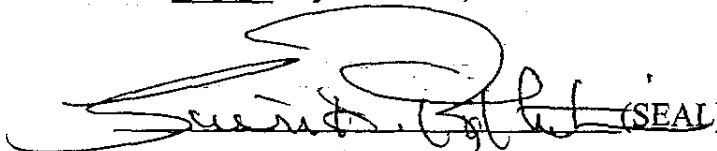
<u>NAME</u>	<u>NO. OF SHARES</u>	<u>ADDRESS</u>
Simon D. Rothstein	1	4417 Beach Blvd., Suite 104 Jacksonville, FL 32207.

The proceeds of which will amount to at least \$500.00.

ARTICLE X

The post office address of the principal office of the corporation in Florida shall be 2555 Dobbs Road, Unit 11, St. Augustine, Florida 32086.

The undersigned, being the original subscriber to the capital stock of this corporation for the purpose of forming a corporation, in pursuance of the laws of the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts herein stated are true, and agrees to take the number of shares of stock hereinbefore set forth, and accordingly has set his hand and seal this 4th day of March, 2003.


SIMON D. ROTHSTEIN

STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared Simon D. Rothstein, to me well known and known to me to be the person described in and who signed and executed the foregoing Articles of Incorporation as his act and deed, and did acknowledge that the facts therein set forth are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4th day of March, 2003, at Jacksonville, Florida.


NOTARY PUBLIC, STATE OF FLORIDA



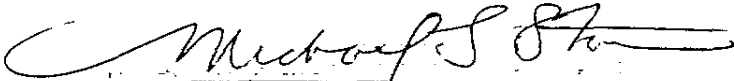
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

That SECRETS OF THE SEA, INC.,
desiring to organize under the laws of the State of Florida, with
its principal office as indicated in the Articles of Incorporation
at St. Augustine, St. Johns
~~Jacksonville, Duval~~ County, Florida, has named MICHAEL SCOTT
STONE, whose address is 2555 Dobbs Road, Unit 11, St. Augustine,
Florida 32086, as its agent to accept service of process within
this state.

ACKNOWLEDGMENT:

Having been named as registered agent and resident agent to
accept service of process for the above stated corporation at the
place designated in this certificate, I hereby accept to act in
this capacity and agree to comply with the provision of said Act,
relative to keeping said office open.



Registered and Resident Agent
MICHAEL SCOTT STONE

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