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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.S. 5-12

CLARK LAW OFFICE, P.A.

Alfred W. Clark, Jr.

2340 Stanford Court

Naples, Florida 34112

Phone (239) 262-8063 Fax (239) 434-7615

May 5, 2005

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

Re: Articles of Incorporation
By The Sea Promotional Products, Inc.

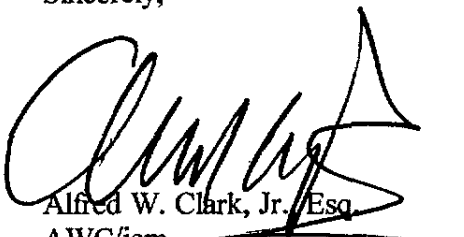
Dear Department of State:

Enclosed please find the original and one copy of the proposed Articles of Incorporation and Designation of Acceptance of Registered Agent for a Florida For Profit Corporation in reference to the above captioned corporation.

Enclosed also is our check in the amount of \$78.75 payable to the Department of State for filing fees (\$35.00), Registered Agent Designation (\$35.00) and Certified Copy of the Articles of Incorporation (\$8.75).

Please file the Articles of Incorporation and return a Certified Copy of the same to our office. Please contact our office should there be any problems.

Sincerely,



Alfred W. Clark, Jr. Esq.
AWC/jem
Enclosures as Stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BY THE SEA PROMOTIONAL PRODUCTS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, and in compliance with Chapter 621, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I: CORPORATE NAME

The name of this corporation shall be **BY THE SEA PROMOTIONAL PRODUCTS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 1260 Delmar Lane, Naples, Florida 34104.

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States of America or the State of Florida, and specifically for the manufacture, distribution and sale of the "Whoops" towel holder and related products, both on a retail and wholesale basis, to the general public within and without the State of Florida and to own property, enter into contracts and to carry on any activity necessary or incidental to the accomplishment or furtherance of the purpose of this corporation.

ARTICLE IV: SHARES AUTHORIZED

The number of shares of stock initially authorized to be issued by the corporation shall be five hundred (500) no-par value common shares to be valued at \$1.00 per share on the initial date of issuance.

ARTICLE V: INITIAL OFFICERS AND/OR DIRECTORS

The following individuals shall serve as the initial officers and/or directors of the corporation:

Darin Prizzi	Zannos Grekos	Roger Macauley
1260 Delmar Lane	207 Mermaids Blight	6161 Spanish Oaks Lane
Naples, FL 34104	Naples, FL 34103	Naples, FL 34119
Director/President & Treasurer	Director/Vice-President	Director/Secretary

ARTICLE VI: REGISTERED AGENT

The name and Florida street address of the registered agent for the corporation is:

Darin Prizzi
1260 Delmar Lane
Naples, FL 34104

ARTICLE VII: INCORPORATOR

The name and address of the Incorporator of the corporation is:

Darin Prizzi
1260 Delmar Lane
Naples, FL 34104

ARTICLE VIII: EFFECTIVE DATE OF CORPORATION

The corporation shall commence business operations, effective upon the date of filing of the Articles of Incorporation with the Florida Department of State.

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Darin Prizzi
Signature/Darin Prizzi/Registered Agent

2-22-05
Date

Darin Prizzi
Signature/Darin Prizzi/Incorporator

2-22-05
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWORN to before me, the undersigned authority, by Darin Prizzi, who after being duly sworn did subscribe his names to the within Articles of Incorporation as his own free act and deed. Said individual was either personally known to me or presented the following identification: Florida Driver's License.

SEAL



Erika Del Aguila
Signature/Notary Public

Erika Del Aguila
Printed Name/Notary Public
My Commission Expires: