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CR2E031(9/92)

ARTICLES OF INCORPORATION

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

95 FEB -9 PH 3: 26

OF

SHARK TALES, INC.

I, THE UNDERSIGNED SUBSCRIBER OF THESE ARTICLES OF INCORPORATION, NATURAL PERSON, COMPETENT TO CONTRACT, AND DESIRING TO FORMA CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, HEREBY CERTIFY AS FOLLOWS:

ARTICLE I

THE NAME OF THE CORPORATION IS:

SHARK TALES, INC.

ARTICLE II

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS

PERMITTED UNDER THE LAWS OF HE UNITED STATES OF AMERICA AND THE

STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK WHICH THE CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME SHALL BE -- SIX HUNDRED SHARES OF COMMON STOCK, WITHA PAR VALUE OF -- ONE DOLLAR -- PER SHARE.

ARTICLE IV

THE AMOUNT OF CAPITAL OF WHICH THE CORPORATION WILL BEGIN BUSINESS SHALL BE NOT LESS THAN -- SIX HUDNRED -- DOLLARS.

ARTICLE V

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE BEGINNING ON THE DATE OF INCORPORATION.

ARTICLE VI

THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE LOCATED AT 182 GULFVIEW DRIVE, ISLAMORADA, FL 33036 (COUNTY OF MONROE); OR AT SUCH OTHER PLACE AS MAY LATER BE DESIGNATED BY THE BOARD OF DIRECTORS, WITH THE BRANCH OFFICES IN SUCH OTHER CITIES, TOWNS, STATES, OR COUNTRIES, AS MAY FROM TIME TO TIME BE AUTHORIZED BY ITS BOARD OF DIRECTORS.

ARTICLE VII

THE BUSINESS OF THIS CORPORATION SHALL BE CONDUCTED BY A BOARD OF DIRECTORS, WHICH SHALL CONSIST OF NOT LESS THAN ONE, NOR MORE THAN ONE, SHALL FROM TIME TO TIME BE DESIGNATED IN THE BYLAWS OF THIS COPROATION, AND A MAJORITY THEREOF SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF ALL BUSINESSES.

ARTICLE VIII

THE NAME AND ADRESS OF THE FIRST BOARD OF DIRECTOR, WHO, SUBJECT TO THE PROVISIONS OF THESE ARTICLES OF INCORPORATION, THE BYLAWS OF THIS CORPORATION, AND LAWS OF THE STATE OF FLORIDA, SHALL HOLD OFFICE FOR THE FIRST YEAR OF THE CORPORATE EXISTENCE OR UNTIL THE SUCCESSOR(S) IS DULY ELECTED AND QUALIFIED IS:

FAY K. LEWIS, 182 GULFVIEW DRIVE, ISLAMORADA, FL (COUNTY OF MONROE), 33036; SAID DIRECTOR BEING OF FULL AGE.

ARTICLE IX

THE NAME AND ADDRESS OF THE SUBSCRIBER O FHTISE ARTICLES OF INCORPORATION IS:

FAY K. LEWIS, 182 GULFVIEW DRIVE, ISLAMORADA, FL (COUNTY OF MONROE) 33036

ARTICLE X

THE BYLAWS OF THIS CORPORATION MAY BE CREATED, AMENDED, OR CHANGED BY EITHER THE STOCKHOLDERS OR THE DIRECTOR AT ANY REGULAR OF DULY SHCEDULED SPECIAL MEETING.

ARTICLE XI

THE CORPORATION SHALL HAVE, IN ADDITION TO A PRESIDENT AND SECRETARY-TREASURER, SUCH ADDITIONAL OFFICERS AS MAY BE CREATED FROM TIME TO TIME UNDER THE AUTHORIZATION OF ITS BYLAWS.

ARTICLE XII

ALL OFFICERS, AGENTS, AND FACTORS SHALL BE CHOSEN IN SUCH MANNER, HOLD THEIR OFFICES FOR SUCH TERMS AND HAVE SUCH POWER AND DUTIES AS MAY BE PRESCRIBED BY THE BYLAWS OR DETERMINED BY THE BOARD OF DIRECTORS. ANY PERSON MAY HOLD TWO OR MORE OFFICES.

ARTICLE XIII

EVERY PERSON WHO NOW IS OR HEREAFTER SHALL BECOME A DIRECTOR OF THIS CORPORATION, SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL COSTS AND EXPENSES (INCLUDING COUNSEL FEES) HEREAFTER REASONABLY INCURRED BY OR IMPOSED UPON HIM IN CONNECTION WITH, OR RESULTING FROM, ANY ACTION, SUIT, OR PROCEEDING, OR WHATEVER NATURE TO WHICH THEY ARE OR SHALL BE MADE PART OF BY REASON OF THEIR BEING OR HAVING BEENA DIRECTOR OF THE CORPORATION (WHETHER OR NOT THEY ARE MADE PARTY TO SUCH ACTION, SUIT, OR PROCEEDING, OR AT THE TIME SUCH COST OR EXPENSE IS INCURRED BY OR IMPOSED UPON HIM).

HOWEVER, AN EXCEPTION IS MADE TO THE ABOVE IN RELATION TO MATTERS AS TO WHICH HE SHALL BE FINANCIALLY ADJUDICATED IN SUCH ACTION, SUIT, OR PROCEEDING TO HAVE BEEN DERELICT IN THE PERFORMANCE OF THE DUTIES IMPOSED ON HIM AS SUCH DIRECTOR. THE OF

INDEMNIFICATION HEREIN PROVIDED FOR SHALL NOT BE EXCLUSIVE OF OTHER RIGHTS TO WHICH ANY SUCH PERSON MAY NOW OR HEREAFTER BE INTITLED AS A WITNESS WHEREOF, THE UNDERSIGNED HAS MADE, SUBSCRIBED, AND ACKNOWLEDGED THESE ARTICLES OF INCORPORATION, THIS 31st DAY OF JANUARY, 1995.

FAY K. LEWIS

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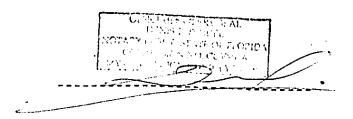
STATE OF FLORIDA COUNTY OF DADE

I HEREBY CERTIFY, THAT ON THE 31st DAY OF JANUARY, 1995, PERSONALLY APPEARED BEFORE ME, AUTHORIZED OFFICER, DULY COMMISSIONED TO ADMINISTER OATHS AND TAKE ACKNOWLEDGEMENTS:

FAY K. LEWIS

TO ME WELL-KNOWN, AND KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGES THAT THEY SIGNED AND EXECUTED THE SAME FOR IST USES AND PURPOSES HEREIN STATED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL AT MIAMI, FLORIDA, (COUNTY OF DADE), THAT DAY AND YEAR ABOVE WRITTEN.



CERTIFICATE DESIGNATED PLEACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091 STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

SHARK TALES, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, AND WITH ITS PRINCIPAL OFFICE AND LOCATION, AS INDICATED IN THE ARTICLES OF INCORPORATION, HAS NAMED:

FAY K. LEWIS, 182 GULFVIEW DRIVE, ISLAMORADA, FL 33036 (COUNTY OF MONROE).

AS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN THE STATE.

ACKNOWLEDGEMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE AT:

182 GULFVIEW DRIVE, ISLAMORODA, FL 33036 (COUNTY OF MONROE)

FAV V TAWES