

McDONALD, FLEMING, MOORHEAD & FERGUSON

Attorneys at Law

Post Office Box 30000

4301 Bayou Boulevard, Suites 12 and 13
Pensacola, Florida 32503-1000

A Partnership of Professional Associations

Bruce A. McDonald

Telephone (904) 477-0660
Telecopier (904) 477-4510

March 2, 1995

19500018607

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

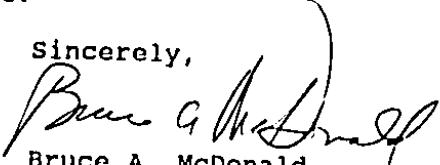
RE: Surf Culture America, Inc.

Dear Sir:

Enclosed please find Articles of Incorporation of Surf Culture America, Inc. and Acceptance of Appointment of Registered Agent. Also, please find a check for \$122.50 to cover the filing fee for a profit corporation, and registered agent designation. Please send us back a certified copy of these Articles (copy enclosed) showing your receipt of same.

If you should have any problems or concerns, please do not hesitate to contact my office.

Sincerely,


Bruce A. McDonald

BAM/jbw
Encls.

EFFECTIVE DATE

MAR - 2 1995

95 MAR - 6 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

T. BROWN MAR - 8 1995

ARTICLES OF INCORPORATION
OF
SURF CULTURE AMERICA, INC.

FILED
95 MAR 6 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is Surf Culture America, Inc.

ARTICLE II

DURATION

EFFECTIVE DATE

MAR - 2 1995

This corporation shall exist perpetually, commencing upon the date of execution of these Articles.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States.

ARTICLE IV

PRINCIPAL OFFICE; MAILING ADDRESS

The principal office is located at 1413 Maldanado Drive, Pensacola Beach, Florida. The mailing address of the corporation is P.O. Box 264, Gulf Breeze, Florida 32562-0264.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder upon the sale of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 1413 Maldanado Drive, Pensacola Beach, FL 32561, and the name of this corporation's initial registered agent is Sunny McKenzie Richards Glasser.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), whose name and address is:

Sunny McKenzie Richards Glasser
1413 Maldanado Drive
Pensacola Beach, FL 32561

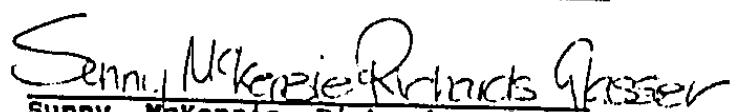
ARTICLE IX

INCORPORATOR(S)

The name and address of the incorporator is Sunny

McKenzie Richards Glasser, at 1413 Maldanado Drive, Pensacola Beach, FL 32561.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of March, 1995.


Sunny McKenzie Richards Glasser
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Sunny McKenzie Richards Glasser, hereby accept the appointment as Registered Agent for Surf Culture America, Inc., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 2nd day of March, 1995.

Sunny McKenzie Richards Glasser
Sunny McKenzie Richards Glasser

d:\mp51\corporat\surf.art

FILED
95 MAR -6 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA