



ACCOUNT NO. 072100000032

REFERENCE : 599965 6221A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : May 16, 1995

ORDER TIME : 1:38 PM

ORDER NO. : 599: 3

CUSTOMER NO: 6221A

CUSTOMER: Ms. Carolyn Barker
ABEL BAND RUSSELL COLLIER
PITCHFORD & GORDON, CHARTERED
Barnett Bank Center, 8-10th Fl
240 South Pineapple Avenue
Sarasota, FL 34236-6737

DOMESTIC FILING

NAME: WINDFLIGHT SURF & TEES II,
INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS:

T. BROWN MAY 17 1995

80000014894588
-05/16/95--01100--026
****122.50 ****122.50

RECEIVED
95 MAY 15 PM 3:21
FILED
95 MAY 16 AM 8:18
OFFICE OF CORPORATION
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ABEL, BAND, RUSSELL, COLLIER, PITCHFORD & GORDON
CHARTERED

ATTORNEYS AND COUNSELORS AT LAW

RAEMITT BANK CENTER
340 SOUTH PINEAPPLE AVENUE
P.O. BOX 49948
SARASOTA, FLORIDA 34138-0948

WATS (FROM TAMPA) 845-7103
PHONE (813) 366-6660
FAX (813) 366-3999

THE TIDEWATER BUILDING
SUITE 201
1375 JACKSON STREET
FORT MYERS, FLORIDA 33901

PHONE (813) 337-0062
FAX (813) 337-0406

TANDEM CENTER
SUITE 199
333 S. TAMiami TRAIL
VENICE, FLORIDA 34305

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ANTHONY J. ABATE
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JOHN A. GARNER

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MARK D. HILDRETH**
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MICHAEL S. TAAPF
PHILIP C. ZIMMERMAN

HARVEY J. ABEL
OF COUNSEL
JOHNSON S. SAVARY
OF COUNSEL

ADDITIONAL JURISDICTIONS

DAVID S. BAND WASH. DC & MD
RONALD L. COLLIER PA & NJ
ANTHONY J. ABATE IL
STEVEN J. CHASE GA
MICHAEL S. TAAPF NJ & NY
MARK W. McFALL TX
BRADLEY D. MACRE OH & TN
PHILIP C. ZIMMERMAN CO
JOHN A. GARNER IN & IA

*Board Certified Real Estate Lawyer
**Board Certified Civil Trial Lawyer
***Board Certified Business Bankruptcy Law
American Bankruptcy Board of
Certification

Please refer to our file number:

4618-19
Writer's direct line:

(813) 364-2722

Reply to: Sarasota

Bureau of Corporate Records
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: WINDFLIGHT SURF & TEES II, INC.

Dear Sir or Madam:

Enclosed please find an original and duplicate of Articles of Incorporation of the referenced Corporation, together with a check in the amount of \$122.50 to cover the following:

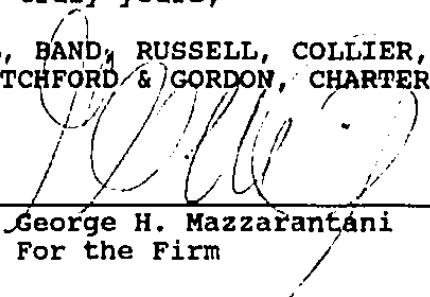
Filing of the Articles	\$35.00
Certified Copy of the Articles	52.50
Registered Agent	35.00

We would appreciate your returning to us the certified copy of the Articles of Incorporation via the CIS COURIER.

Very truly yours,

ABEL, BAND, RUSSELL, COLLIER,
PITCHFORD & GORDON, CHARTERED

By


George H. Mazzarantani
For the Firm

Enclosures

(121484)

FILED
95 MAY 16 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WINDFLIGHT SURF & TEES II, INC.

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is:

WINDFLIGHT SURF & TEES II, INC.

ARTICLE II - TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE III - PURPOSES

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 Shares of Common Stock having a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

149 Avenida-Mossina
Sarasota, Florida 34242

and, the mailing address of this Corporation shall be:

Post Office Box 10206
Bradenton, Florida 34282

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Dean W. Bowley 11671 Upper Manatee River Road
Bradenton, Florida 34282

ARTICLE VII - DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

Dean W. Bowley 11671 Upper Manatee River Road
Bradenton, Florida 34282

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors,

proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of each incorporator to these Articles of Incorporation is:

Dean W. Bowley

11671 Upper Manatee River Road
Bradenton, Florida 34282

The undersigned has executed these Articles this 11th day
of May, 1995.

x Dean W. Bowley
Dean W. Bowley

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for WINDFLIGHT SURF & TEES II, INC. at the place designated in the Articles, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

5-11-95
Date

x Dean W. Bowley
Dean W. Bowley,
Registered Agent

(GHM:gkm\4618-19\Windflight.Articles)