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SOUTH BEACH OCEAN RESCUE WEAR, INC.
68 NW 100 Street
Miami, FL.

Tel: 305-756-9397

February 9, 1996

Secretary of State
State of Florida
Corporate Division
The Capitol
Tallahassee, Florida 32304

RE: Incorporation of SOUTH BEACH OCEAN RESCUE WEAR, INC.
Charter #

To Whom it May Concern:

Enclosed are original and one copy each of the Articles of Incorporation and
Certificate of Registered Agent for the above referenced corporation, together with check
1014 in the amount of \$ 125.00 which represents the following:

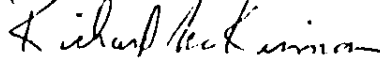
a. Filing fee	\$35.00
b. Registered agent fee	\$ 35.00
c. Certified Copy of Articles of Incorporation	\$ 55.00

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-02/20/96--01042--018
****125.00 ****125.00

Very truly yours,


HARRY KUZNARIK

RICHARD MCKENNON



DBA SOUTH BEACH OCEAN LIFEGUARD

FEB 21 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

96 FEB 19 AM 8:46

OF

SOUTH BEACH OCEAN RESCUE WEAR, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is:

SOUTH BEACH OCEAN RESCUE WEAR, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on are:

To conduct a retail and wholesale clothing business, and in addition to conduct any and all lawful business for corporations which may be incorporated under the laws of the State of Florida.

And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

And further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to sell, convey or mortgage all or any part of the property corporeal or incorporeal, including rights of franchises of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is:

FIVE HUNDRED (500) shares of common stock having a nominal par value of ONE AND 00/100 (\$1.00) DOLLAR per share.

**ARTICLE IV
AMOUNT OF CAPITAL**

The amount of capital with which this corporation will begin business is not less than:
FIVE HUNDRED DOLLARS (\$500.00)

**ARTICLE V
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI
ADDRESS**

The initial post office address of the principal office of this corporation in the State of Florida is:
68 NW 100 Street, Miami Shores, FL 33150

The Board of Directors may from time to time move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

**ARTICLE VII
DIRECTORS**

This corporation shall have two directors initially. The number of directors may be increased from time to time by the laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The name and post office addresses of the number of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor(s) are elected and have qualified are:

HARRY KUZNARIK	68 NW 100 Street, Miami Shores, FL 33150
RICHARD MCKINNON	3948 NE 169 Street, #302, N. Miami Beach, FL 33160

**ARTICLE IX
SUBSCRIBERS**

The names and post office addresses of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of consideration thereof are:

HARRY KUZNARIK 68 NW 100 Street, Miami Shores, FL 33150
250 shares of common stock in cash and/or services equal to \$ 250.00

RICHARD MCKINNON 3948 NE 169 St., #302, N. Miami Beach, FL 33160
250 shares of common stock in cash and/or services equal to \$ 250.00

**ARTICLE X
DESIGNATION OF REGISTERED AGENT**

The initial registered office of the Corporation shall be:

68 NW 100 Street, Miami Shores, FL 33150

The initial registered agent of this Corporation at such office shall be:

HARRY KUSNARIK

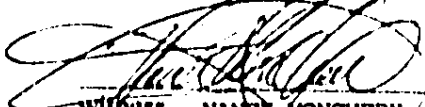
who upon accepting this designation agrees to comply with the provisions of Section 48.091 Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE XI
INCORPORATORS**

The name(s) and post office address(s) of the person(s) signing these Articles of Incorporation is/are:

HARRY KUZNARIK 68 NW 100 Street, Miami Shores, FL 33150
RICHARD MCKINNON 3948 NE 169 St., #302, N. Miami Beach, FL 33160

THE UNDERSIGNED INCORPORATOR(S) hereinabove named for the purpose of forming a corporation for profit to do business in the State of Florida, do hereby make, acknowledge and file these Articles of Incorporation and accordingly have hereunto set their hand and seal this 14 DAY OF February, 1996.


WITNESS NANCY MONCHERY


HARRY KUZNARIK
INCORPORATOR


WITNESS ABBIE R. SALT


RICHARD MCKINNON
INCORPORATOR

Acknowledgment

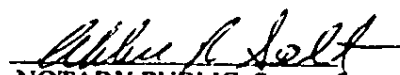
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that, on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared:

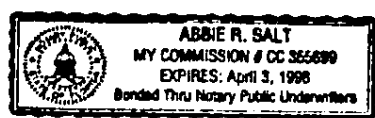
HARRY KUZNARIK AND RICHARD MCKINNON

who produced a Driver's License as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that they have incorporated these Articles of Incorporation.

WITNESS my hand and seal in the County and State aforesaid, on this 14 day of FEBRUARY, 1996.


NOTARY PUBLIC, State of
Florida at Large.

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 FEB 19 AM 8:46

Having been named to accept service of process for

SOUTH BEACH OCEAN RESCUE WEAR, INC.

at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

by:


HARRY KUZNARIK
REGISTERED AGENT