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David D. Freidank
1850 Forest Hill Blvd., Suite 101
West Palm Beach, FL 33406

(407) 641-4800

February 22, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-02/26/96--01065--011
****122.50 ****122.50

Dear Sirs:

Enclosed are two (2) copies of the Articles of Incorporation of BLUE EARTH SURFBOARDS, INC. and the appointment of a registered agent for filing purposes.

Enclosed also is a check in the amount of \$122.50 to cover charter tax, filing fees, registered agent filing fee, an cost of a certified copy of the articles. Please send a certified copy to me in the enclosed return addressed, postage pre-paid, envelope.

Thank you for your attention to this matter.

Sincerely,

David D. Freidank

David D. Freidank

Enclosures (2)

2/27/96

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ARTICLES OF INCORPORATION
OF
BLUE EARTH SURFBOARDS, INC.

The undersigned Incorporator of these Articles of Incorporation, a natural Person competent to contract, hereby adopt and subscribe the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is BLUE EARTH SURFBOARDS, INC.

ARTICLE II. PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the State of Florida and the laws of the United States of America

ARTICLE III. CAPITAL STOCK

The amount of capital stock which the corporation shall have authority to issue is 10,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV. RESTRICTIONS ON TRANSFERS OF STOCK

Shares held by the initial shareholder may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders of this corporation. The price and terms at which, and the time within such shares may be offered and sold shall be further specified by a by-law of the corporation.

ARTICLE V. PREEMPTIVE RIGHTS

Any shareholder, upon the sale of any new issued stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done within issuance of fractional shares) at the price and terms at which it is offered to others.

ARTICLE VI. DURATION

The corporation is to exist perpetually commencing at the time of filing of the Article of Incorporation by the Secretary of State.

ARTICLE VII. DIRECTORS

The corporation shall have one Director, initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the shareholders, but there shall never be less than one Director. The names and addresses of the members of the first Board of Directors are:

NAME:

ADDRESS:

DAVID D. FREIDANK

111 S. M STREET
LAKE WORTH, FLORIDA 33460

ARTICLE VIII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 1850 Forest Hill Blvd., Suite 101, West Palm Beach, Florida, 33406, and the name of the initial registered agent of the corporation at that address is David D. Freidank.

ARTICLE IX. LIMITATION OF DIRECTOR'S LIABILITY

A director of this corporation shall not be personally liable to the corporation or its stockholders for money damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida General Corporation Law. If the Florida General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by applicable Florida or general law, and as amended from time to time without further action by the stockholders.

Any repeal or modification of this Article shall not increase the personal liability of any director of this corporation for any act or occurrence taking place prior to such repeal or modification, or otherwise adversely effect any right or protection of a director of a corporation existing at the time of such repeal or modification.

ARTICLE X. OFFICERS

The names and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

DAVID D. FREIDANK
Pres./Sec.

1311 S. M STREET
LAKE WORTH, FLORIDA 33460

ARTICLE XI. INCORPORATOR


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

DAVID D. FREIDANK
1850 FOREST HILL BLVD., SUITE 101
WEST PALM BEACH, FLORIDA 33406

ARTICLE XII. BY-LAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

IN WITNESS WHEREOF, the undersigned being the incorporator has executed
these Articles of Incorporation this 22 day of February, 1996



DAVID D. FREIDANK

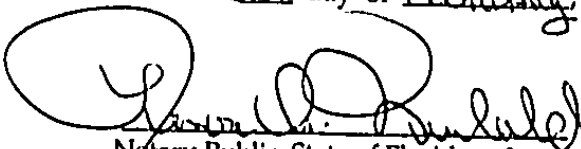
STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DAVID D. FREIDANK to me well known and known to me to be the person in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for uses and purposes the uses and purposes therein expressed.

WITNESS my hand and seal this 22 day of February, 1996

(SEAL)



Notary Public, State of Florida at Large

My commission expires:

OFFICIAL NOTARY SEAL
LENORE A NEWBOLD
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC508834
MY COMMISSION EXP. NOV. 7, 1999

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is
submitted:

First---That BLUE EARTH SURFBOARDS, INC.

desiring to organize or qualify under the laws of the State of Florida, with its principal place
of business at 1850 Forest Hill Blvd., Suite 101, West Palm Beach, Florida, State of Florida has
named David D. Freidank located at 1850 Forest Hill Blvd, Suite 101, West Palm Beach,
Florida 33406, State of Florida as its agent to accept service of process within Florida.

Signature David Freidank

Title President

Date 2-22-96

Having been named to accept service of process for the above stated corporation, at
the place designated in this Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties.

Signature David Freidank
DAVID D. FREIDANK

Date 2-22-96