

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-9171 FAX

800-342-8086



PA6000024127

ACCOUNT NO. : 072100000012

REFERENCE : 883909 7101741

AUTHORIZATION :

Patricia P. Smith

COST LIMIT : \$ 70.00

ORDER DATE : March 15, 1996

ORDER TIME : 10:54 AM

ORDER NO. : 883909

CUSTOMER NO: 7101741

100001747761
~~200001747762~~

CUSTOMER: Ms. Marlene Sarno
YACHTS OF ATTENTION, INC.

Suite 105
125 Basin Street
Daytona Beach, FL 32114

DOMESTIC FILING

NAME: NINE FACES INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jon A Bowling

EXAMINER'S INITIALS: T. BROWN MAR 19 1996

FILED RECEIVED
96 MAR 18 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

FILED
96 MAR 18 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NINE FACES INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

NINE FACES INC.

The address of the principal office of this corporation shall be 125 Basin Street, Daytona Beach, Florida 32114, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$100.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 2 Directors, initially. The names and addresses of the initial members of the Board of Directors are:

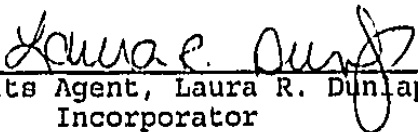
Lawrence F. Sarno	3003 South Atlantic, Unit 17b3 Daytona Beach, Fl 32118
Marlene Sarno	3003 South Atlantic, Unit 17b3 Daytona Beach, Fl 32118

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc
1201 Hays Street
Tallahassee, Florida 32301

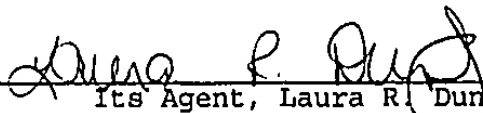
The undersigned incorporator has executed these Articles of Incorporation on March 18, 1996.



Its Agent, Laura R. Dunlap
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Laura R. Dunlap

Authorized Service Representative
Corporation Service Company

JBG