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April 30, 1996

R. DONALD MASTRY
813-824-0140

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

FILED
56 MAY -3 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Green Turtle Shell & Gift #1, Inc.

Gentlemen:

Enclosed herein is original and one photocopy of Articles of Incorporation for Green Turtle Shell & Gift #1, Inc. In addition I have enclosed our firm's check in the amount of \$122.50 for filing fee, certified copy and registered agent designation fees.

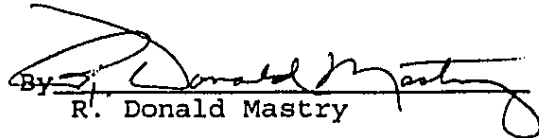
Please return a certified copy of the Articles of Incorporation to the undersigned.

In the event of any questions or comments concerning the enclosed, please do not hesitate to contact me.

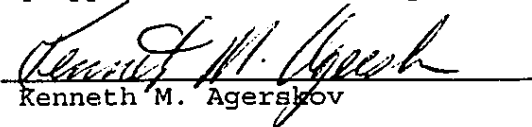
Very truly yours,

HOLLAND & KNIGHT

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***122.50 ***122.50

By 
R. Donald Mastry

I, KENNETH M. AGERSKOV, am the owner of the trademark No. T-15417, "Green Turtle" and I am giving my approval for this corporation to be filed using this name.


Kenneth M. Agerskov

Dated: April 30, 1996

RDM/dd
Enclosures
SEP-113567

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GREEN TURTLE SHELL & GIFT #1, INC.

The undersigned incorporator, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is GREEN TURTLE SHELL & GIFT #1, INC.

ARTICLE II - DURATION

The duration of the corporation is perpetual. Corporate existence is to commence on the filing of the Articles of Incorporation.

ARTICLE III - PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE OR MAILING ADDRESS

The address of the initial principal office and the mailing address of this corporation is 10855 Gulf Boulevard, Treasure Island, Florida 33706.

ARTICLE V - SHARES

The number of shares this corporation is authorized to issue shall be 1,000 shares with a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at that office are KENNETH M. AGERSKOV, 10855 Gulf Boulevard, Treasure Island, Florida 33706.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation are KATHLEEN K. AGERSKOV, 10855 Gulf Boulevard, Treasure Island, Florida 33706.

ARTICLE VIII - BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by a Board of Directors consisting of not less than 1 member, as established by the By-Laws.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 30th day of April, 1996.


KATHLEEN K. AGERSKOV

ACCEPTANCE OF REGISTERED AGENT

Having been appointed as the initial registered agent for GREEN TURTLE SHELL & GIFT #1, INC., as stated in the foregoing Articles of Incorporation, KENNETH M. AGERSKOV hereby accepts such appointment as registered agent. Such registered agent is familiar with and accepts the obligations of the position as registered agent.


KENNETH M. AGERSKOV

Date: April 30, 1996

STP-112907

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96 MAY -3 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA