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M. Lisa Shasteen, P.A.

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Phone: (813) 348-0123 Fax: (813) 348-0580

May 23, 1996

VIA FEDERAL EXPRESS

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

800001889276
-05/24/96--01106--014
***122.50 ***122.50

Re: Filing of a profit corporation
Boogie Brothers, Inc.

EFFECTIVE DATE
5-20-96

Dear Sir/Madam:

Enclosed are the Articles of Incorporation and Certificate Designating Registered Agent for the above referenced company and my firm's check in the amount of \$122.50 to cover the following costs:

Filing of Articles of Incorporation	\$35.00
Filing of Certificate Designating Registered Agent	\$35.00
Fees for Certified Copy of Articles of Incorporation	\$52.50
Total Enclosed	\$122.50

Please file the original of the enclosed documentation and return to me certified copies at the address in the letterhead.

M. LISA SHASTEEN, P.A.

Lisa Shasteen

M. Lisa Shasteen, Esq.

Encl.

FILED
96 MAY 24 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 31 1996

FILED
DATE
5/20/96

FILED
96 MAY 24 PM 1:01

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

BOOGIE BROTHERS, INC.

ARTICLE I - NAME AND MAILING ADDRESS

The name of this corporation is Boogie Brothers, Inc., and the street address of the principal office of the corporation is 10050 Yacht Club Drive South, Treasure Island, Florida 33706.

ARTICLE II - DURATION; EFFECTIVE DATE

This corporation shall have perpetual existence, commencing upon May 20, 1996.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is One Hundred (100) Shares all of which shall be Common Shares and have a par value of \$1.00 each. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the registered office of this corporation is 10050 Yacht Club Drive South, Treasure Island, Florida 33706, and the name of the initial registered agent of this corporation at that address is William G. Fogleson, Jr.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is William G. Fogleson, Jr., 10050 Yacht Club Drive South, Treasure Island, Florida 33706.

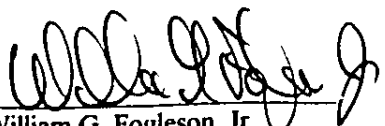
ARTICLE VI - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is William G. Fogleson, Jr., 10050 Yacht Club Drive South, Treasure Island, Florida 33706.

ARTICLE VII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

WHEREUPON, the undersigned incorporator has executed these Articles of Incorporation this ____ day of May, 1996.

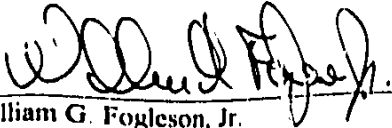

William G. Fogleson, Jr.

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statutes Section 48.091, Boogie Brothers, Inc., desiring to organize under the laws of the State of Florida, hereby designates William G. Fogleson, Jr., located at 10050 Yacht Club Drive South, Treasure Island, Florida 33706, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statutes Section 48.091(2) relative to maintaining an office for the service of process.



William G. Fogleson, Jr.

FILED
96 MAY 24 PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA