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July 10, 1996

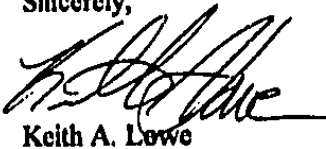
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PIL F&AP
Attorney's Title Insurance Fund, Inc.
Leon Branch
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

RE: FROZEN DRINKS BY THE SEAS, INC.
Incorporation

Ladies and Gentleman:

Please file the enclosed Articles of Incorporation for the above referenced corporation with the Secretary of State. Enclosed is an original and one (1) copy of the Articles of Incorporation, our trust check #126 for \$70.00 for filing fee and registered agent designation, and our trust check #126 for \$10.00 for your charge for this service. Please fax a filed copy as soon as it becomes available and return the hard copy after the filing date is noted thereon. Thank you for your assistance.

Sincerely,


Keith A. Lowe

KAL/sh

Enclosures 4

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*****70.00 *****70.00

RECORDED
96 JUL 16 AM 12:15
DIVISION OF CORPORATION


7/16/96

FILED

96 JUL 16 AM 9:53

CLERK OF COURT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FROZEN DRINKS BY THE SEAS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: FROZEN DRINKS BY THE SEAS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

4546 S.W. HONEY TERRACE
PALM CITY, FLORIDA 34990

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one hundred (100) shares of common stock having a \$1.00 par value per share

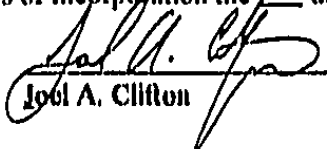
ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

Joel A. Clifton
4546 S.W. Honey Terrace
Palm City, FL 34990

ARTICLE V - INCORPORATOR

Joel A. Clifton
4546 S.W. Honey Terrace
Palm City, FL 34990

The undersigned incorporator has executed these Articles of Incorporation the _____ day of July, 1996.

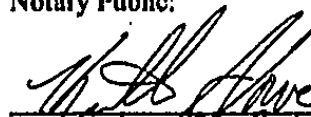

Joel A. Clifton

State of Florida
County of Martin

The foregoing instrument was acknowledged before me this 10th day of July, 1996, by Joel A. Clifton, who is personally known to me.

Notary Public:




Print KEITH A. LOWE
State of Florida at Large
My commission expires: _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes,, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **FROZEN DRINKS BY THE SEA, INC.**
2. The name and address of the registered agent and office is:

Joel A. Clifton,
4546 S.W. Honey Terrace
Palm City, Florida 34990

Date: July 10, 1996



Joel A. Clifton

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Joel A. Clifton

DATE: July 10, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA