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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: HOLE IN THE WATER OF SOUTH FLORIDA, INC.  
FAX AUDIT NUMBER: H90000010150  
DATE REQUESTED: 07/22/1996  
CURRENT STATUS: REQUESTED  
CERTIFIED COPIES: 1  
TIME REQUESTED: 15:09:05  
NUMBER OF PAGES: 6  
CERTIFICATE OF STATUS: 0  
ESTIMATED CHARGE: \$122.50  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003255  
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ARTICLES OF INCORPORATION  
OF  
HOLE IN THE WATER OF SOUTH FLORIDA, INC.

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The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the Corporation is HOLE IN THE WATER OF SOUTH FLORIDA, INC.

The business address is 2555 N.E. 11th Street, Fort Lauderdale, FL 33304.

ARTICLE TWO

The duration of the Corporation is perpetual.

ARTICLE THREE

The purposes for which the Corporation is organized are:

1. To transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the Corporation is authorized to issue is 7500. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

Prepared by  
LAW OFFICES OF  
EDWARD J. CHANDLER, P.A.  
P.O. BOX 11155  
FT LAUDERDALE, FL 33339

305-565-5322  
BAR # 0879774

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ARTICLE FIVE

The street address of the initial registered office of the Corporation is 2555 N.E. 11th Street, Fort Lauderdale, FL 33304, and the name of its registered agent is Edward McVeigh.

ARTICLE SIX

The number of directors constituting the initial board of directors of the Corporation is six and the name and address of the persons who are to serve as a director are: Charlie King, 1732 N.W. 36th Court, Fort Lauderdale, FL 33309 - Charlie Laurendeau, 931 Ernest Dube, Rougemont (Quebec) JOI. 1MO - Don Mathis, 1200 North Atlantic Blvd., Fort Lauderdale, FL 33304 - Edward McVeigh, 2555 N.E. 11th Street, Fort Lauderdale, FL 33304 - Vesna Ostertag, 3003 Terramar Street, #1501, Fort Lauderdale, FL 33304 - Mark Wessel, 1229 Sherman Street, Pittsburg, PA 15212.

ARTICLE SEVEN

No contract or other transaction between the Corporation and one or more of its directors or any other Corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is

disclosed or known  
to the board of  
directors or  
committee which

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authorizes,  
approves, or ratifies  
the contract or  
transaction by a  
vote or consent  
sufficient for the  
purposes without  
counting the votes  
or consents of such  
interested directors;  
or

(b) The fact of such relationship or interest is

disclosed and  
known to the  
stockholders entitled  
to vote and they  
authorize, approve,  
or ratify such  
contract or  
transaction by vote  
or written consent;  
or

(c) The contract or transaction is fair and reasonable

as to the  
Corporation  
at the time it  
is authorized  
by the board,  
a committee  
or the  
stockholders.

#### ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws for the Corporation shall  
be reserved to the shareholders.

#### ARTICLE NINE

Special meetings of stockholders may be called at any time by the President or  
holders of ten percent (10%) of all outstanding shares.

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ARTICLE TEN

The offices of this Corporation may consist of a president, secretary and such other officers and agents as may be provided for by the by-laws of this Corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such by-laws. The initial officers of this Corporation shall be:

Edward McVeigh, President

2555 N.E. 11th Street  
Fort Lauderdale, FL 33304

ARTICLE ELEVEN

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That HOLE IN THE WATER OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Lauderdale, County of Broward, State of Florida, has named EDWARD J. MCVEIGH, located at 2555 N.E. 11th Street, Fort Lauderdale, Broward County, Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Edward McVeigh  
Registered Agent

SECRETARY OF STATE  
FLORIDA

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**ARTICLE TWELVE**

The name and address of the Incorporator is:

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96 JUL 23 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

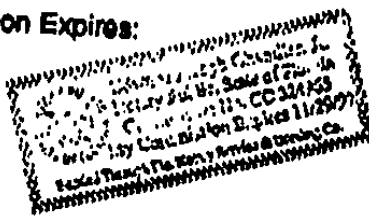
  
Edward McVeigh  
2555 N.E. 11th Street  
Fort Lauderdale, FL 33304

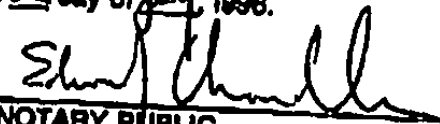
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME personally appeared EDWARD MCVEIGH, to be well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2 day of July, 1996.

My Commission Expires:



  
NOTARY PUBLIC

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