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July 23, 1996

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PLEASE REPLY TO:
ST. AUGUSTINE

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32301

Re: SURF-A-HOLICS, INC.
Client # P0359-17932

Gentlemen:

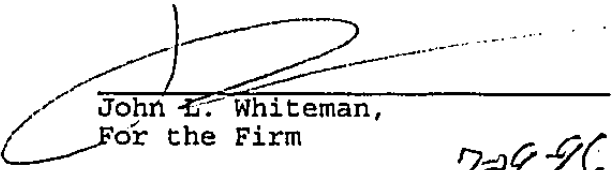
Enclosed herewith please find an original and one copy of Articles of Incorporation for the above-named corporation, together with our office check in the amount of \$122.50 to cover the fees as follows:

Filing Fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>

\$ 122.50

Please file the original of the Articles and return the certified copy to this office. If you have any questions, please do not hesitate to call. Thank you.

Very truly yours,


John L. Whiteman,
For the Firm

JLW:ms
enclosures

ARTICLES OF INCORPORATION

OF

SURF-A-HOLICS, INC.

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

Article 1. Name and Address. The name of the Corporation is: SURF-A-HOLICS, INC. and its address is: 208 State Road 312, St. Augustine, FL 32086.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 208 State Road 312, St. Augustine, FL 32084, and the name of its

Initial Registered Agent at that address is GWYNN PATON.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

GWYNN PATON
398 Tradewinds Lane
St. Augustine, FL 32084


DANIEL I. PATON
398 Tradewinds Lane
St. Augustine, FL 32084

Article 7. Incorporators. The name and address of each Incorporator is as follows:

GWYNN PATON
398 Tradewinds Lane
St. Augustine, FL 32084

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 18 day of July, 1996.


GWYNN PATON

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 18 day of July, 1996, by GWYNN PATON who: (notary must check applicable box)

X In personally known to me,
produced current driver's license(s) as identification.
produced _____ as
identification.



SUSAN J. PEACOCK
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES June 14, 1998
Comm. No. 6024122

Susan J. Peacock
Signature of Notary

Name of Notary Typed, Printed
or Stamped
Commission Number: _____
My Commission Expires _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as
Registered Agent of SURF-A-HOLICS, INC., which is contained in the
foregoing Articles of Incorporation.

DATED this 18 day of July, 1996.

Gwynn J. Paton
GWYNN PATON, Registered Agent