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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SHARK POD USA, INC./

AUDIT NUMBER.....H96000014371

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

SHARK POD USA, INC.

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The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation is:
SHARK POD, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:
To engage in the transaction of any and all lawful activities and business permitted under the laws of the United States and of the State of Florida.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:
One thousand shares (1,000) at \$1.00 par value.

FIFTH: The street address of the initial registered office of the corporation is:
2455 East Sunrise Boulevard, Suite 1216
Fort Lauderdale, FL 33304
and the name of its initial Registered Agent at that address is:
Christopher A. Wilburn.
The initial street address of the principal office of the corporation shall be:
2455 East Sunrise Boulevard, Suite 1216
Fort Lauderdale, FL 33304.

SIXTH: The number of Directors constituting the

Christopher A. Wilburn
Polatsek and Sciafani
2455 E. Sunrise Blvd, Suite 1216
Fort Lauderdale, FL 33304

Phone: (954)566-0377

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P.14/24

EMPIRE CORPORATE KIT

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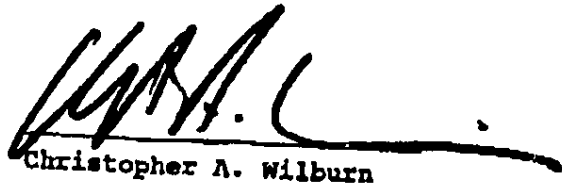
Initial Board of Directors of the corporation is one, whose name and address is:

Christopher A. Wilburn
2455 East Sunrise Boulevard, Suite 1216
Fort Lauderdale, FL 33304.

The name and address of each incorporator is:

Christopher A. Wilburn
2455 East Sunrise Boulevard
Fort Lauderdale, FL 33304.

Dated: October 11, 1996


Christopher A. Wilburn

STATE OF FLORIDA)
COUNTY OF BROWARD

The foregoing and ... acknowledged before me this 11th day of October, 1996 Christopher A. Wilburn of SHARK POD, INC., who is personally known to me and who did not take an oath.


Lynn Duffney -- Notary Public

Christopher A. Wilburn, having been designated to act as Registered Agent, hereby agrees to act in this capacity.




Christopher A. Wilburn

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 607.24 Florida Statutes, the following is submitted, in compliance with said Act:

SHARK POD, INC., desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation, at the City of Fort Lauderdale, County of Broward, State of Florida has named Christopher A. Wilburn at 2455 East Sunrise Boulevard, Suite 1216, City of Fort Lauderdale, County of Broward, State of Florida, Zip Code 33304, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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.



Christopher A. Wilburn
Registered Agent

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