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FLORIDA DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

FROM: HODGSON, RUSS, ANDREWS, ET AL CONTACT: MARY FRITZE

PHONE: (407)394-0500

NAME: NAUTICAL TREASURES OF POMPANO BEACH, INC.

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FAX #: (904)922-4001

FAX #: (561)394-3862

HODGSON RUSS
ANDREWS
WOODS &
GOODYEAR
ATTORNEYS AT LAW

December 5, 1996

VIA TELECOPY

Secretary of State Corporation Division 409 E. Gaines Street Tallahassee, Florida 32302

Dear Sir:

RE: Nautical Treasures of Pompano Beach, Inc.

Attached is the Articles of Incorporation for Nautical Treasures of Pompano Beach, Inc. Please charge our account and forward a certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

very truly yours

2000 Glades Road Sein 400 Boca Raton, FL 33431-8599

Lawrence F. Beyer

C.C. Conshon, P.A. Lerry Corman, P.A.

Anthony L. Dutton, P.A. Richard A. Goetz, P.A. Michael H. Gora, P.A.

Ismes M. Hankins, P.A. Paul E. Roman

Thomas B. Silney, P.A. Kevin K. Ross

561-394-0500 BOCA BATON 561-736-2177 BIAM BRACK 954-764-2440 BROWNED FAX: 561-394-3862

(Toronto)

James A. Forter, P.A. Of Counsel

PERSONAL IN MAM ACRE

Paul R. Comeau Richard B. Heath

Mark S. Klein Stephen M. Newman

man: bocalaw@hodgson-fia.comail.compuserve.com

Mary Fritze Legal Assistant

Attachment

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ARTICLES OF INCORPORATION

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<u>of</u>

SECRETARY OF STATE IALLAHASSEE, FLORIDA

NAUTICAL TREASURES OF POMPANO BEACH, INC.

ARTICLE I

NAME_

The name of this corporation is: NAUTICAL TREASURERS OF POMPANO BEACH, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the time and date of filing of these Articles by the Dapartment of State of the State of Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL SHARES

The number of shares that the Corporation is authorized to have outstanding at any time is 5,000 common shares of the par value of \$1.00 each.

THIS INSTRUMENT PREPARED BY:
Cormac C. Conahan, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
Telephone: (561) 394-0500
Florida Bar No.179667
H96000017126

ARTICLE VI

INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2000 Glades Road, Suite 400, Boca Raton, Florida 33431; and the name of the initial registered agent of the Corporation is HRAWG Corp.

ARTICLE VII

PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/mailing address of the Corporation

is:

2000 Glades Road, Suite 400 Boca Raton, Florida 33431

ARTICLE VIII

INCORPORATOR

The name and street address of the Incorporator of the Corporation is:

Cormac C. Conahan 2000 Glades Road, Suite 400 Boca Raton, Florida 33431

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 5th day of December, 1996.

cormac C. Conahan, Incorporator

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CERTIFICATE OF DESIGNATION

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.

HRAWG Corp.

BV.

Anthony L. Dutton, Vice President

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SECRETARY OF STATE

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