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PATRICK R. CUNNINGHAM, P.A.

ATTORNEY AT LAW

3008 MANATEE AVENUE WEST
BRADENTON FLORIDA 34205
TELEPHONE (813) 747 6433

December 20, 1996

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32301

800002040398--8
-12/30/96--01001--017
****122.50 ****122.50

Re: Village Surf Shop, Inc.

Dear Sirs:

Enclosed you will find the Articles of Incorporation for the above-referenced Corporation, along with our check payable to the Secretary of State in the amount of \$122.50, in payment of the following:

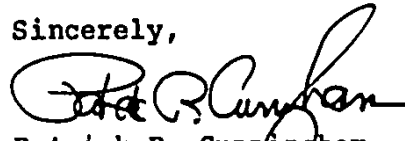
Corporation filing fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy	52.50

\$122.50

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Sincerely,


Patrick R. Cunningham

PRC/cd

Enc:

JAN 5 1997 BSB

FILED
96 DEC 27 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

96 DEC 27 AM 8:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VILLAGE SURF SHOP, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is VILLAGE SURF SHOP, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing these Articles of Incorporation with Florida Department of State.

ARTICLE III

The street address of the principal office of the Corporation is 149 Avenida Messina, Sarasota, Florida 34242.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 500, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 3008 Manatee Avenue West, Bradenton, Florida 34205. The initial registered agent for the Corporation at that address is Patrick R. Cunningham, P.A.

PATRICK R.
CUNNINGHAM, P.A.
ATTORNEY AT LAW
3008 MANATEE AVE., WEST
BRADENTON, FLORIDA
34205
TELEPHONE (813) 747-8438

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

NAME	ADDRESS
Robert K. Dwinells	309 Lantana Avenue Sarasota, Florida 34243
Cheryl L. Dwinells	309 Lantana Avenue Sarasota, Florida 34243

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

NAME	ADDRESS
Robert K. Dwinells	309 Lantana Avenue Sarasota, Florida 34243

ARTICLE VIII

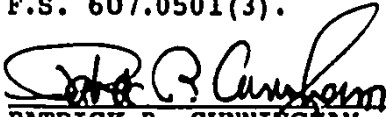
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of December, 1996.


ROBERT K. DWINNELLS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for VILLAGE SURF SHOP, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


PATRICK R. CUNNINGHAM

Date: December 9th, 1996

PATRICK R.
CUNNINGHAM, P.A.
ATTORNEY AT LAW
3008 MANATEE AVE., WEST
BRADENTON, FLORIDA
34108
TELEPHONE (813) 747-6433