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Reply to:

341 Third Street South  
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January 6, 1997

State of Florida  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

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-01/09/97--01046--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

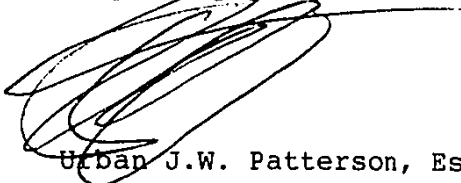
Re: ILONA'S DOLPHINA, INC.

Gentlemen:

Enclosed herewith please find one original and one copy of  
Articles of Incorporation along with a check in the amount  
of \$70.00.

I would appreciate your filing the articles and forwarding a  
conformed copy to this office.

Very truly yours,



Urban J.W. Patterson, Esquire

UJWP/as

Enclosures

JAN 15

BSB

FILED  
97 JAN -9 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ILONA'S DOLPHINA, INC.

**FILED**  
97 JAN -9 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

1. The name of the corporation is ILONA'S DOLPHINA, INC.

2. The term of existence of the corporation shall be perpetual.

3. The principal office and the mailing address of the Corporation is 83409 Overseas Highway, Islamorada, Florida 33036.

4. The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any business, activity, contract or undertaking for which corporations may be incorporated under the Florida Business Corporation Act.

5. The total number of shares of stock which the corporation shall have authority to issue is 100 shares, all of which shall be common shares with a par value of \$1.00

per share.

The holders of the shares of any class (other than shares which are limited as to dividend rate and liquidation preference) shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued as a share dividend, (c) issued or agreed to be issued for considerations other than money, or (d) released from preemptive rights by the affirmative vote of the holders of two-thirds of the shares entitled to such pre-emptive rights.

6. The street address of the initial registered office of the corporation in Monroe County, Florida, and the name of its initial registered agent at such address are as follows:

Ilona Sandrey  
83409 Overseas Highway  
Islamorada, Florida 33036

7. The name and address of each incorporator of the corporation is as follows:

Ilona Sandrey  
83409 Overseas Highway  
Islamorada, Florida 33036

8. The corporation shall have a Board of Directors of one (1) director initially. The number of directors shall be prescribed by the By-Laws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Ilona Sandrey  
83409 Overseas Highway  
Islamorada, Florida 33036

9. In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

10. No contract or other transaction between the corporation and its director, or between the corporation and any other corporation, firm, association or other entity, in which its director is a director or officer, or is financially interested, shall be either void or voidable for this reason alone or by reason alone that such director is present at the meeting of the Board of Directors or of a committee thereof which approves such contract or

transaction, or that his vote is counted for such purpose if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director; or if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

11. Meetings of shareholders may be held within or without the State of Florida, as the By-Laws may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation.

12. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, has executed these Articles of Incorporation this 2nd day of January, 1997.

Iлона Sandrey  
ILONA SANDREY  
Incorporator and Registered  
Agent Accepted

STATE OF FLORIDA  
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 2nd day of Jan, 1997, by Iлона Sandrey, who is personally known to me or who has produced identification and who did take an oath. as

NOTARY PUBLIC:

Urban J.W. Patterson  
State of Florida

My Commission expires:

