

P97000017298

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

53460

RE: Miami Surf + Sport,
Inc

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 FEB 24 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL FEB 24 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY MAP _____

WALK-IN Will Pick Up 2/29 9:30

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. Filo		
Corp. Record Search		
Ltd. Partnership Filo		
Foreign Corp. Filo		
() Copy(s)		
Art. of Amend. Filo		
Dissolution/Withdrawal		
C U S-		
Fictitious Name Filo		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filo		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF

Miami Surf & Sport, Inc.

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

ARTICLE I: NAME

The name of the corporation is **Miami Surf & Sport, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 12928 Gulf Boulevard East, Mадiera Beach, Florida 33708.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares having a par value of (\$.10) per share.

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TALLAHASSEE, FLORIDA

ARTICLE IV: INTIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Nyjola S. Grybauskas, Esquire, 3631 Fifth Avenue North, St. Petersburg, FL 33713.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

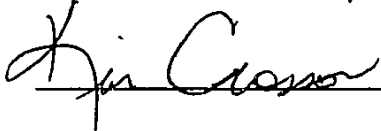
The name and address of each member of the initial Board of Directors of the corporation is

Henry Cohen, 12928 Gulf Boulevard East, Mадiera Beach, Florida 33708.

Moshe Asyag, 18600 NE 2nd Avenue, Miami, Florida 33172.

The undersigned has executed these Articles of Incorporation this 24th day of February 1997.

"Capital Connection, Inc. by Kim Crosson, Office Manager"



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Miami Surf & Sport, Inc.

2. The name and street address of the registered agent and office is:
Nyjola S. Grybauskas, Esquire, 3631 Fifth Avenue North, St. Petersburg, FL 33713.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

NYJOLA S. GRYBAUSKAS

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