

Execuport International, Inc.
2500 NW 62nd Street
Hangar D
Ft. Lauderdale, FL 33309

February 1, 1997

State of Florida
Attn: Division of Corps
New Filing
409 East Gains Street
Tallahassee, FL 32399

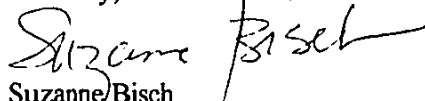
600002102566--7
-03/03/97--01088--004
****122.50 ****122.50

EFFECTIVE DATE
3/3/97

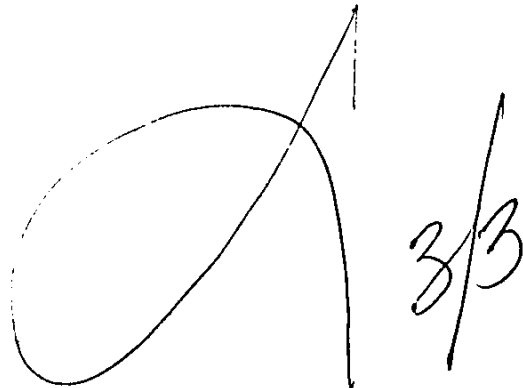
To Whom It May Concern:

Enclosed are Articles of Incorporation for Execuport International, Inc. Would you please process for incorporation and also provide a certified copy for said corporation. I have enclosed a check for \$122.50. After processing, I would appreciate it if you could use the pre address and pre paid Fedex letter for return. If you have any questions, please contact me at 954-351-1141. Thank you.

Sincerely,


Suzanne Bisch
Operations Manager

FILED
97 MAR -3 PM 11:40
SECRETARY OF STATE
TALLAHASSEE FL 32399



ARTICLES OF INCORPORATION

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a Corporation under the laws of the State of Florida.

FILED
97 MAR -3 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I Name of Corporation

The name of the Corporation shall be Execuport International, Inc.

EFFECTIVE DATE
2-26-97

ARTICLE II Nature of Business

The Corporation may engage in any activity permitted under the laws of the United States or this State.

ARTICLE III Capital Stock

The Capital Stock of this Corporation shall consist of 1000 shares of common stock of \$1.00 par value, fully paid and non-assessable. The whole or any part of the Capital Stock of this Corporation may be paid for in lawful money of the United States of America or in property, labor or services at a just valuation to be fixed by the Directors.

ARTICLE IV Amount of Capital Necessary to Begin Business

The amount of capital with which this Corporation shall begin business shall not be less than \$500.00.

ARTICLE V Perpetual Existence

This Corporation shall have perpetual existence.

ARTICLE VI
Principal Place of Business

The initial street address in this State of the principal office of the Corporation shall be 2500 NW 62nd Street, Ft. Lauderdale, FL 33309 or at such other place within the State of Florida as the Board of Directors shall by appropriate action hereafter from time to time determine.

ARTICLE VII
Number of Directors

The Corporation shall have no less than one nor more than five Directors.

ARTICLE VIII
Name and address of Directors

The name and address of the first Director who, subject to the provisions of this Charter, the by-laws of the State of Florida, shall hold office for the first year of the Corporate existence, or until his successors are elected and have qualified is:

<u>Name</u>	<u>Address</u>
Kenneth Charles Fick, President	1204 NE 4th Avenue Boca Raton, FL 33432

Number of Officers

The Corporation shall have no less than one nor more than five Officers.

Name and address of Officers

The name and address of the first officer, who subject to the provisions of this Charter, the by-laws of the State of Florida, shall hold office for the first year of the corporate existence, or until his successors are elected and have qualified is:

<u>Name</u>	<u>Address</u>
Kenneth Charles Fick, President	1204 NE 4th Avenue Boca Raton, FL 33432

ARTICLE IX

Name and address of Subscribers

<u>Name</u>	<u>Address</u>
Kenneth Charles Fick	1204 NE 4th Avenue Boca Raton, FL 33432

ARTICLE X

Powers of Board of Directors

To make, adopt, alter, amend and repeal the by-laws. To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to alter or abolish any such reserves for any proper purpose and to alter or abolish any such reserves, to authorize and cause to be executed mortgages and liens upon the property and franchises of this Corporation.

To, designate by resolution passed by a majority of the whole board one or more committees, each to consist of one or more Directors, which committees, to the extent provided in such resolution or in the by-laws of the Corporation and have power to authorize the seal of this Corporation to be affixed to all papers which require it.

From time to time determine whether and to what extent, and at what times, and places and under what conditions and regulations the books and accounts of this Corporation, or any of them, other than the stock ledger shall be open to the inspection of the stock holders, and no stockholders shall have any right to inspect any account or book or documents of the Corporation, except as conferred by law or authorized by resolution of the Directors or of the stockholders.

To sell, lease or exchange all of its property and assets, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration which may be in whole or in part shares of stock in, and/or securities of, any other Corporation, when and as authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by written consent of the holders of a majority of the voting stock issued and outstanding.

ARTICLE X (continued)

This Corporation may, in its by-laws, convey powers additional to the foregoing upon the Directors in addition to the powers and authorities expressly conferred upon them by law.

If the by-laws so provide, the stockholders and Directors shall have the power to hold their meetings, to have and office or offices and to keep the books of this Corporation (subject to the provisions of the Statute) outside of the State of Florida at such places as may from time to time be designated by the by-laws or resolution of the Directors.

ARTICLE XI Special Provisions

The following special provisions shall govern this Corporation:

- (a) The time and place of the annual stockholders' meeting shall be fixed and provided for in the by-laws, and notices of the same shall be given in one of the methods provided by law. Any stockholder may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.
- (b) There shall be a President of the Corporation, who shall also be a Director, one or more Vice Presidents, a Secretary and Treasurer, and such assistants as the Board of Directors may by resolution determine to be necessary. They shall be chosen by the Board of directors, and shall hold office, subject to the laws of the State of Florida, until their successors are elected and shall qualify. The number of Vice Presidents shall be fixed from time to time by the Board of Directors, which subject to the by-laws, shall prescribe the duties of each Vice President. This company may also have such other officers, agents and factors may be deemed necessary and provided for by resolution of the Board of Directors and/or in the by-laws. All Officers, agents and factors shall be chosen in such a manner, hold their office for such time, and shall have such powers and perform such duties as may be prescribed by the by-laws or determined by the Directors. Any person may hold two or more offices, except that the President may not also be Secretary, Assistant Secretary or Vice-President of the Corporation. None of the officers of the Corporation except the President, need also be a member of the Board of Directors. The Board of Directors may at any time declare any office vacant or remove any office and elect a successor thereto, and the stockholders may at any special meeting of the stockholders called for that purpose remove any director with or without cause.

ARTICLE XI

Special Provisions (continued)

- (c) The Directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates therefore.
- (d) No person shall be required to own, hold, or control stock in the Corporation as a condition precedent to hold in an office or being Director of this Corporation.
- (e) The original incorporators of the incorporation shall have the right, upon its organization, to assign and deliver their subscriptions of stock, as set forth in Article IX hereof, to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who upon accepting of such assignment shall stand in lieu of the original incorporators and assume and carry out all the rights, liabilities, and duties entailed by the said subscriptions, subject to the laws of the State of Florida and the execution of the necessary instruments of assignment.
- (f) No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a Director or Officer or are Directors or Officers of such other Corporations and any Director or Directors individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act, or transaction of the Corporation with any person or persons, firm or Corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or parties to, or interested in such contract act, or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or Corporation in which he may anywise be interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation that he is a Director of such subsidiary or controlled company.
- (g) The Officers of the Corporation who shall conduct the business of the Corporation during the first year of existence or until its successors are elected and qualified shall be:

Name
Kenneth C. Fick, President

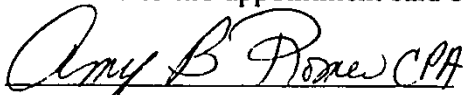
Address
1204 NE 4th Avenue
Boca Raton, FL 33432

ARTICLE XII
Right to Amend

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner, or hereafter prescribed by the law, and all rights conferred on by the Officers. Directors and Stockholders herein are granted subject to this reservation.

ARTICLE XIII
Resident Agent

Amy B. Romer, CPA, with the address of 7501 NW 4th Street, Suite 110, Plantation, FL 33317, shall be the Registered Agent for the Corporation, and has so consented to the appointment said below.


Amy B. Romer, CPA

ARTICLE XIV

Commencement of Existence

This Corporation shall commence its Corporate existence upon the day of February 26, 1997. In WITNESS WHEREOF, the undersigned have made, and subscribe these Articles this 19th day of February 1997.

Witness:

Brice S. Mitchell

Brice S. Mitchell

Kenneth C. Fick

Kenneth C. Fick, President

The Corporation may in its by-laws set up a stock redemption plan, on the Stockholders and to be funded by Life Insurance. Both the Stockholders and Directors shall have power to add or subtract to the stock redemption plan.

We, the undersigned, being such of the original subscribers to these Articles of Incorporation herein before named for the purpose of forming a Corporation to do business with and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring that the facts herein are true and accordingly have hereunto set our hands and seal this 19th day of February 1997.

State of Florida)

County of Broward)

I hereby certify that on the 19th day of February 1997 personally appeared before me Kenneth C. Fick, as President and Brice S. Mitchell, as Witness, who are both personally known to me. Kenneth C. Fick acknowledged before me that he executed the foregoing Articles of Incorporation for the uses and purposes expressed.

Suzanne Grace Schuerman

Suzanne Grace Schuerman

Notary Public State of Florida

(Seal)



Suzanne Grace Schuerman
OFFICIAL SEAL
My Comm. Expires 05-04-97
BONDED THROUGH
ALAN INSURANCE SERVICES

FILED
97 MAR -3 PM 11:40
CLERK OF STATE
TALLAHASSEE FLORIDA

Jimmy Carnes Enterprises

Division of Corporation
PO Box 6327
Tallahassee, Florida
32301

Re: New Corporation - Gulf Surf & Sports of Tallahassee, Inc.

Dear Sir/ Madam:

Find enclosed two sets of duly executed Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing.

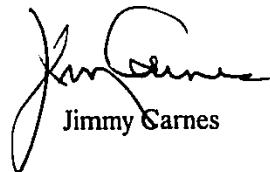
Please note that my return mailing address is as follows:

Jimmy Carnes
1408 NW 6th Street
Gainesville, Florida
32601

200002095702--1
-02/24/97--01106--003
****122.50 ****122.50

I look forward to hearing from you. I will thank you in advance for your attention to this matter.

Sincerely,


Jimmy Carnes

612 W-4864
3/3/97
JD

Jimmy Carnes Enterprises

March 5, 1997

Terri Buckley
Corporate Specialist
Division of Corporations
PO Box 6327
Tallahassee, Florida
32301

Re: New Corporation - Gulf Surf & Sports of Tallahassee, Inc.
Ref. Number W97000004864

Dear Ms. Buckley:

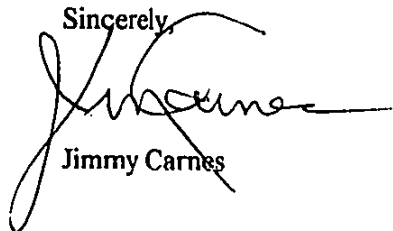
Thank you very much for your letter dated March 3, 1997 concerning the afore-referenced new corporation. Find enclosed the corrected two sets of duly executed Articles of Incorporation the corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing (which was apparently not enclosed the first time).

Please note that my return mailing address is as follows:

Jimmy Carnes
1408 NW 6th Street
Gainesville, Florida
32601

I look forward to hearing from you. I will thank you in advance for your attention to this matter.

Sincerely,



Jimmy Carnes

**ARTICLES OF INCORPORATION
OF GULF SURF & SPORTS OF TALLAHASSEE, INC.**

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby, for the purpose of forming a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such Corporation:

FILED
97 MAR - 7 PM 11:29
TALLAHASSEE
STATE
FLORIDA

Article I

NAME: The name of the corporation shall be Gulf Surf & Sports of Tallahassee, Inc..

Article II

NATURE OF BUSINESS: The general nature of the business is be transacted by this corporation is:

1. To conduct Business in, having one or more offices in, and buy, hold , mortgage, sell, convey, lease or otherwise dispose of real property and personal property, including franchises,, patents, copyrights, trademarks, and licenses in the State of Florida and all other states and countries.
2. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute such mortgages, or transfers of corporate indebtedness as required.
3. To purchase the corporate assets of any corporation engaged in same or other character of business.
4. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of shares of the capital stock of, or any bond securities, or other evidences of indebtedness created by this or any other corporation of the State of Florida or any other state or government, and while owner of such stock, exercise all rights, powers, and privileges of ownership, including the right to vote such stock.
5. To engage in any other lawful activity or business permitted under the laws of the State of Florida and of the United States of America.

Article III

CAPITAL STOCK: The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 7,000 shares of common stock at a par value of One Dollar (\$1.00) per share.

Article IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is Five Hundred Dollars (\$500.00).

Article V

TERM OF EXISTENCE: The corporation is to exist perpetually.

Article VI

ADDRESS: The initial address of the principal offices at the corporation is Governor's Square Mall, 1500 Apalachee Parkway, Tallahassee, Florida 32301. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

Article VII

DIRECTORS: The corporation shall have One (1) Director initially and shall be comprised of Stockholders only. The number of Directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one (1) or more than nine (9). The Directors shall be entitled to one vote for each share of common stock owned.

Article VIII

BOARD OF DIRECTORS: The names and addresses of the members of the first Board of Directors to serve for the first year or until otherwise replaced according to the By-laws adopted by the stockholders are:

Jimmy Carnes
2719 NW 24th Way
Gainesville, Florida
32605

Article IX

SUBSCRIBER: The name and address of the subscriber to these Articles of Incorporation is Jimmy Carnes, in care of Governor's Square Mall, 1500 Apalachee Parkway, Tallahassee, Florida 32301.

Article X

REGISTERED AGENT AND REGISTERED ADDRESS: Jimmy Carnes, whose address is Governor's Square Mall, 1500 Apalachee Parkway, Tallahassee, Florida, 32301 is authorized to serve as the initial registered agent of the corporation to accept service as resident agent of the corporation.

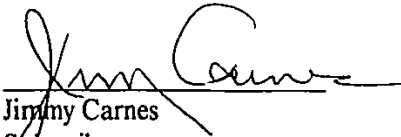
Article XI

BY-LAWS: The Stockholders shall be authorized to adopt by-laws, including therein a provision for replacement of loss or destroyed stock certificates; for a lien upon the stock for stockholder's indebtedness to the corporation; that such by-laws are not to be inconsistent with the laws of the State of Florida; that the by-laws can be amended by a Stockholder's agreement or by by-laws. The corporation may restrict the transfer or encumbrance of any and all the stock.

Article XIII

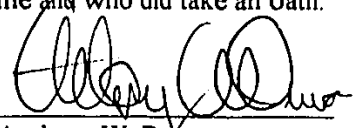
AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be proposed by the Stockholders and approved by a Stockholder's meeting by a majority entitled to vote thereon, unless Stockholders sign a written statement manifesting their intent that certain Amendments of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 5TH day of March, 1997.


Jimmy Carnes
Subscriber

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 5TH day of March, 1997, by Jimmy Carnes, who is personally known to me and who did take an oath.


Anthony W. Duva
Notary Public/State of Florida
My Commission Expires:



ANTHONY W DUVA
My Commission CC472554
Expires Jun. 14, 1999
Bonded by HAI
800-422-1555

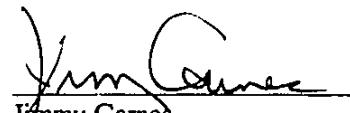
CERTIFICATE DESIGNATING (CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Gulf Surf & Sports of Tallahassee, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Tallahassee, Florida, County of Leon, State of Florida, has named Jimmy Carnes, in care of Governor's Square Mall, 1500 Apalachee Parkway, Tallahassee, Florida 32301, as its agent to accept service of process within the state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 an said office.



Jimmy Carnes
Resident Agent

FILED
97 MAR -7 21 11:29