

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

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 \$ _____

RECEIVED
 97 MAR 19 PM 2:21
 DIVISION OF CORPORATION

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

WALK-IN Will Pick Up 3/19 4:00

of No. 33739
 RE Green Turtle
Beachwear & Gifts, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s) <u>photo</u>		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
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

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

GREEN TURTLE BEACHWEAR & GIFTS, 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 **GREEN TURTLE BEACHWEAR & GIFTS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 123 107th Avenue, Treasure Island, FL 33706.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is KATHLEEN AGERSKOV, 10855 Gulf Boulevard, Treasure Island, FL 33706.

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: SPECIAL PROVISION

It is the intent of the incorporator and directors that the corporation qualify under Section 1244 of the Internal Revenue Code and that the corporation file as a Sub S Corporation. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VII: PRE-EMPTIVE RIGHTS

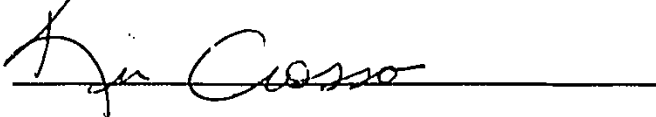
Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VIII: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The undersigned has executed these Articles of Incorporation this 19th day of March 1997.

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

A handwritten signature in dark ink, appearing to read "Kim Crosson", is written over a horizontal line.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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SEC. 1
TALCA 1997
STATE
FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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 : GREEN TURTLE BEACHWEAR & GIFTS, INC.

2. The name and address of the registered agent and office is:

KATHLEEN AGERSKOV

10855 Gulf Boulevard

Treasure Island, FL 33706

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.

Kathleen Agerskov
(Signature)

3/17/97
(Date)

Kathleen Agerskov, President
Printed Name, Title