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Law Offices
of
Bartmon & Bartmon

1515 N. Federal Highway • Suite 300 • Boca Raton, Florida 33432
(407) 392-7782

RICHARD G. BARTMON

JOY A. BARTMON

March 31, 1997

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

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-04/07/97--01044--008
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Re: Filing Articles of Incorporation

To whom it may concern:

Enclosed for filing are Articles of Incorporation for
Mermaid Encounters, Inc. and a check for the filing fee. Please
file and send the Certificate to my office.

Yours truly,


JOY A. BARTMON

cc: Laurel Robinson

FILED
97 APR -7 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA ARTICLES OF INCORPORATION
MERMAID ENCOUNTERS, INC.**

FIRST: The corporate name that satisfies the requirements of section 607.0401, Fla. Stat. is: MERMAID ENCOUNTERS, INC.

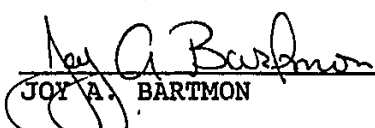
SECOND: The address of the principal office, if known, is: 6358 Longboat Lane Boca Raton FL 33433.

The mailing address of the corporation is: Mermaid Encounters, Inc., 6358 Longboat Lane, Boca Raton FL 33433.

THIRD: The number of shares the corporation is authorized to issue is: One hundred shares common \$1.00 par value.

FOURTH: The street address of the initial registered office of the corporation is: The Law Offices of Bartmon & Bartmon, Joy A. Bartmon, Esq., 1515 N. Federal Highway, Suite 300, Boca Raton, FL 33432, and the name of its initial registered agent at that address is JOY A. BARTMON, ESQ.

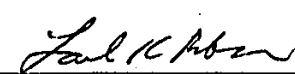
ACCEPTANCE OF REGISTERED AGENT: I, JOY A. BARTMON, ESQ., hereby accept the appointment as registered agent and all duties pertaining thereto, for Mermaid Encounters, Inc.


JOY A. BARTMON

FIFTH: The number of directors constituting the initial board of directors is one (1), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: Laurel K. Robinson 6358 Longboat Lane, Boca Raton FL 33433.

SIXTH: The name and address of each incorporator is: Laurel K. Robinson 6358 Longboat Lane, Boca Raton FL 33433.

The undersigned has executed these Articles of Incorporation this 27th day of March, 1997.


Laurel K. Robinson

97 APR - 7 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED