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GLICKSTEIN & GLICKSTEIN

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

JOSEPH M. GLICKSTEIN (1899-1982)
JOSEPH M. GLICKSTEIN, JR.

August 5, 1997

444 THIRD STREET
NEPTUNE BEACH, FLORIDA 32266

(904) 247-1305
FACSIMILE NUMBER
(904) 247-0295

EFFECTIVE DATE

8-5-97

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

300002260483--6

-08/07/97--01046--008

****122.50 ****122.50

In Re: Surf Nicaragua, Inc.

Gentlemen:

Enclosed herewith please find the original and one (1) copy of executed Articles of Incorporation and registered agent certificate in connection with the above-captioned matter.

Also enclosed is our firm's check, payable to the order of the Secretary of State, State of Florida, in the amount of \$122.50, to be applied as follows:

Filing Fee	\$ 35.00
Certified Copy of Articles of Incorporation	52.50
Registered Agent Fee	<u>35.00</u>
Total	<u>\$122.50</u>
	=====

Please furnish me with the certified copy of the Articles of Incorporation as soon after filing as possible.

Thank you for your cooperation in this matter.

Cordially,

Maureen E. Wimberly

Maureen E. Wimberly, CLU

MW
Enclosures

FILED
97 AUG -7 AM 8:50
TALLAHASSEE, FLORIDA

me 8/8/97

EFFECTIVE DATE
8-5-97

FILED

ARTICLES OF INCORPORATION
OF
SURF NICARAGUA, INC.

97 AUG -7 AM 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act and for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
Name

The name of this Corporation is SURF NICARAGUA, INC. The mailing address is: 407 6th Avenue South, Jacksonville Beach, Florida 32250.

ARTICLE II
Duration

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles, or upon filing with the Department of State of the State of Florida in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III
Nature of Business

This Corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV
Capital Stock

The aggregate number of shares of capital stock which this corporation is authorized to issue is fifteen thousand (15,000) shares of Class A voting common stock, all of which shall be One Dollar (\$1.00) per share par value and twenty-five thousand (25,000) shares of Class B non-voting common stock, all of which shall be Five Dollars (\$5.00) per share par value.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 444 Third Street, Neptune Beach, Florida 32266, and the name of the initial Registered Agent of the Corporation at that address is Joseph M. Glickstein, Jr.

ARTICLE VI
Directors

This Corporation shall initially have three (3) Directors. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be fewer than two. The names and street addresses of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
James J. Yemma, Jr.	4923 S. Heritage Drive Apartment Y 103 Greenfield, WI 53220
James J. Yemma, III	407 6th Avenue South Jacksonville Beach, FL 32250
Timothy Hughes	407 6th Avenue South Jacksonville Beach, FL 32250

ARTICLE VII
Incorporator

The name and street address of the incorporator of this Corporation is Maureen E. Wimberly, 444 Third Street, Neptune Beach, Florida 32266.

ARTICLE VIII
Bylaws

The initial Bylaws of this Corporation shall be adopted by the Directors. The Bylaws may be adopted, amended or repealed in the manner provided in the Bylaws by either the shareholders or the Directors.

ARTICLE IX
Restrictions on Transfer of Stock

The shareholders may, by Bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

ARTICLE X
Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

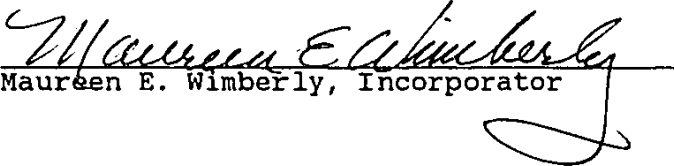
ARTICLE XI
Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of Directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE XII
Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

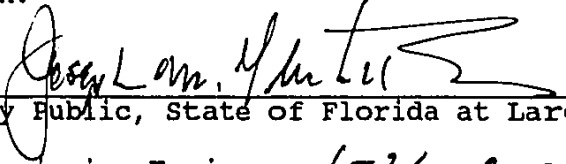
IN WITNESS WHEREOF, the incorporator has executed these Articles the 5th day of August, 1997.


Maureen E. Wimberly, Incorporator

TATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of August, 1997, by Maureen E. Wimberly, as incorporator of the Corporation.


Notary Public, State of Florida at Large
My Commission Expires: 1-26-2001

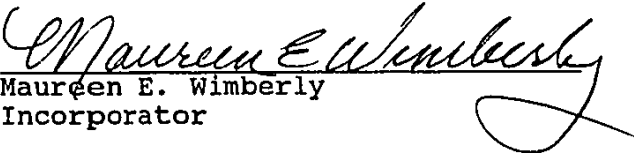


Joseph M. Glickstein, Jr.
MY COMMISSION # CC590146 EXPIRES
January 26, 2001
BONDED THRU TROY FAIR INSURANCE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA AND NAMING THE AGENT
UPON WHOM PROCESS MAY BE SERVED**

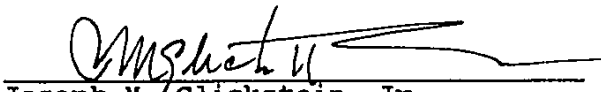
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That SURF NICARAGUA, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville Beach, Duval County, Florida, has named Joseph M. Glickstein, Jr., located at 444 Third Street, Neptune Beach, Florida 32266, as its agent to accept service of process within the State of Florida.


Maureen E. Wimberly
Incorporator

Dated: August 5, 1997

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Joseph M. Glickstein, Jr.
Registered Agent

Dated: August 5, 1997

FILED
97 AUG - 7 AM 8:50
STATE OF FLORIDA
TALLAHASSEE