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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: LEBOEUF, LAMB, GREENE & MACRAE
CONTACT: JANIS ELDRIAGE
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FAX #: (904) 353-1673

NAME: SPLASH & DASH, INC.

AUDIT NUMBER.....H97000020424

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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--- INQUIRY FUNCTIONS ---

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**ARTICLES OF INCORPORATION
OF
SPLASH & DASH, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation is **SPLASH & DASH, INC.**

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Shares

The aggregate number of shares which this corporation shall have authority to issue shall be 1,000 of a par value of \$0.10 per share.

Article V - Principal and Registered Office and Registered Agent

The street address of the principal office of the corporation is 207 Solano Woods Drive, Ponte Vedra Beach, Florida 32082, and the address of the initial registered office of this corporation is 50 North Laura Street, Suite 2800, Jacksonville, Florida 32202, and the name of the initial registered agent at that address is Theresa Marie Kenney, Esq.

Article VI - Initial Board of Directors

This corporation shall have two (2) directors initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws, but shall never be fewer than one. The initial directors of this corporation are: Steven J. Emsley whose address is 207 Solano Woods Drive, Ponte Vedra Beach, Florida 32082 and Kathleen A. Emsley whose address is 207 Solano Woods Drive, Ponte Vedra Beach, Florida 32082.

Article VII - Incorporators

The names of the persons signing these articles are: Steven J. Emsley whose address is: 207 Solano Woods Drive, Ponte Vedra Beach, Florida 32082 and Kathleen A. Emsley whose address is 207 Solano Woods Drive, Ponte Vedra Beach, Florida 32082.

Article VIII - Indemnification

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully set forth in the by-laws.

Theresa Marie Kenney, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202
(904) 630-5366
Bar No. 0970468

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TALLAHASSEE, FLORIDA

Article IX - 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 undersigned incorporator has executed these Articles of Incorporation this 11 day of December, 1997.

Steven J. Emsley
Steven J. Emsley, Incorporator

Kathleen A. Emsley
Kathleen A. Emsley, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 11 day of December, 1997 by Steven J. Emsley and Kathleen A. Emsley.

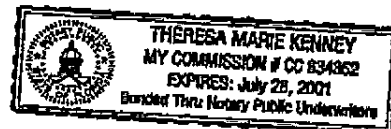
Theresa Marie Kenney
Notary Public
State of Florida at Large
My Commission expires:

THEY ARE:



PERSONALLY KNOWN TO ME
PRODUCED IDENTIFICATION

(SPECIFY TYPE)

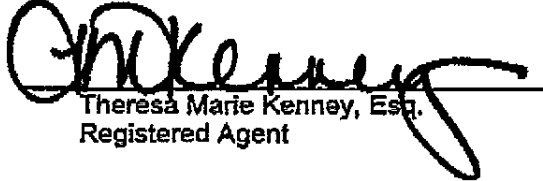


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ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above- stated corporation at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



Theresa Marie Kenney, Esq.
Registered Agent

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TALLAHASSEE, FLORIDA

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