



ACCOUNT NO. : 072100000032

REFERENCE : 635479 80869A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 15, 1997

ORDER TIME : 12:54 PM

ORDER NO. : 635479-005

CUSTOMER NO: 80869A

CUSTOMER: R. John Cole, II, Esq
R. JOHN COLE, II, P.A.

Suite 24
46 N. Washington Blvd.
Sarasota, FL 34236

600002372336--8

-12/16/97--01001--003

*****70.00 *****70.00

DOMESTIC FILING

NAME: UNDERGROUND SURF SHOP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 8:30

RECEIVED
97 DEC 15 PM 3:11
DIVISION OF CORPORATIONS

12/16/97

**ARTICLES OF INCORPORATION
OF
UNDERGROUND SURF SHOP, INC.**

FILED
SECRETARY OF STATE
CORPORATIONS
97 DEC 15 AM 8:30

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 shall be:

UNDERGROUND SURF SHOP, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**4333 SOUTH TAMiami TRAIL
SARASOTA, FLORIDA 34231**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 10,000.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

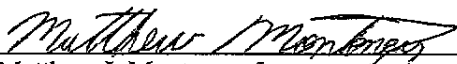
**R. JOHN COLE, II, ESQUIRE
46 NORTH WASHINGTON BOULEVARD, SUITE 24
SARASOTA, FLORIDA 34236**

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

**MATTHEW J. MONTONEY
7501 WEEPING WILLOW BLVD.
SARASOTA, FLORIDA 34241**

The undersigned has executed these Articles of Incorporation this the 3rd day of December, 1997.


Matthew J. Montoney, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

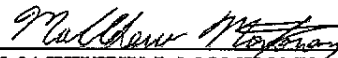
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

UNDERGROUND SURF SHOP, INC.

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

R. JOHN COLE, II, ESQUIRE
46 NORTH WASHINGTON BOULEVARD, SUITE 24
SARASOTA, FLORIDA 34236


MATTHEW J. MONTONEY
Date: 12-03-97
Title: INCORPORATOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 AM 8:30

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.


Registered Agent

DATE: 12-3-97