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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954)763-1200

ACCT#: 076247002423

FAX #: (954)766-7800

NAME: SURF INTERNATIONAL HOLDINGS, INC.

AUDIT NUMBER.....H98000004877

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

CERT. OF STATUS..0

PAGES..... 5

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B. McKnight MAR 13 1998

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 MAR 13 AM 7:43

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 12, 1998

ATLAS PEARLMAN TROP ET AL.

SUBJECT: SURF INTERNATIONAL HOLDINGS, INC.
REF: W98000005563

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower-left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000004877
Letter Number: 898A00013611

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**ARTICLES OF INCORPORATION
OF
SURF INTERNATIONAL HOLDINGS, INC.**

FILED
98 MAR 13 AM 7:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be: SURF INTERNATIONAL HOLDINGS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 395 N.E. Spanish River Road, Boca Raton, Florida, 33431.

**ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000,000 shares of common stock, par

Prepared by:
Joel D. Mayersohn, Esq., FL Bar #0093492
Atlas, Pearlman, Trop & Borkson, P.A.
200 E. Las Olas Blvd., #1900
Ft. Lauderdale, FL 33301
Ph: (954) 763-1200
F5599-100/103895

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value \$.001 per share, and 5,000,000 shares of preferred stock, par value \$.001 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority given in this paragraph.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
c/o Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Blvd., Suite 1900
Ft. Lauderdale, FL 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have three (3) Directors initially.

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ARTICLE VIII
INITIAL DIRECTORS

The names and addresses of the initial Directors of this Corporation are:

Ted Baxter
395 N.E. Spanish River Road
Boca Raton, FL 33431

Lou Palumbo
395 N.E. Spanish River Road
Boca Raton, FL 33431

Donald Bloum
395 N.E. Spanish River Road
Boca Raton, FL 33431

The persons named as initial Directors shall hold office for the first year of existence of this Corporation, or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is Joel D. Mayersohn.

ARTICLE X
INDEMNIFICATION

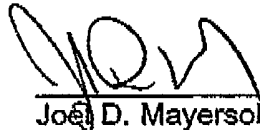
This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

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ARTICLE XI
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 12th day of March, 1998



Joel D. Mayersohn, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS

SURF INTERNATIONAL HOLDINGS, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 395 N.E. Spanish River Road, Boca Raton, FL 33431 has named South Florida Registered Agents, Inc. whose address is c/o Atlas, Pearlman, Trop & Borkson, P.A., 200 East Las Olas Blvd., Suite 1900, Ft. Lauderdale, Florida, 33301, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.

By: Beverly L. Bryan
Beverly Bryan, President

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TALLAHASSEE FLORIDA

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