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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: ~~BOCA~~ ~~BOCA~~ *Greg*

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: BOCA HARRACUDAS, INC.

AUDIT NUMBER.....H98000005742

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

CERT. OF STATUS..1

PAGES.....4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Boca Barracudas, Inc.

Article II. Address

The mailing address of the Corporation is:
Boca Barracudas, Inc.
10333 Diego Dr. South
Boca Raton FL 33428

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Daniel Norton
10333 Diego Dr. South
Boca Raton FL 33428

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Tracy Wotherspoon
Gayle Frechette

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Daniel Norton | FL Bar Member 44611
Lewis & Wood
301 Yamato Road, Suite 4199
Boca Raton FL 33431
561-241-9794

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value zero per share.

Article VI. Incorporator

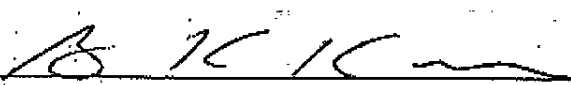
The name and address of the incorporator is:

Daniel Norton
Lewis & Wood
301 Yamato Road, Suite 4199
Boca Raton FL 33431

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 25, 1998.

The undersigned incorporator executed these Articles of Incorporation on March 25, 1998.



DANIEL NORTON
by G.K. Kuroda as attorney-in-fact

Daniel Norton I.F.L Bar Member 44611
Lewis & Wood
301 Yamato Road, Suite 4199
Boca Raton FL 33431
561-241-9794

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Boca Barracudas, Inc.

REGISTERED AGENT/OFFICE:

Daniel Norton
10333 Diego Dr. South
Boca Raton FL 33428

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



DANIEL NORTON

by G.K. Kuroda as attorney-in-fact

Date: March 25, 1998

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