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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FILINGS, INC.

ACCT#: 072720000101

CONTACT: TERESA ROMAN PHONE: (850)385-6735  
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FAX #:

NAME: SHOPPING THE BEACHES, INC. AUDIT NUMBER.....H98000009318 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
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TA - 5/18/98

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SHOPPING THE BEACHES, INC.**

The undersigned, acting as 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: Shopping the Beaches, Inc.

**ARTICLE II - PRINCIPAL PLACE AND MAILING ADDRESS**

The principal place of business shall be 1010 N. Third Street, Jacksonville Beach, Florida 32250 and the mailing address shall be 1010 N. Third Street, Jacksonville Beach, Florida 32250.

**ARTICLE III - SHARES**

All stock issued by the Corporation shall be common voting stock of a single class. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is one thousand (1,000) shares having a par value of one cent (\$.01) per share.

**ARTICLE IV - BOARD OF DIRECTORS**

The business of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two members whose names and addresses are as follows:

NAME	ADDRESS
Holly Halat	1010 N. Third Street Jacksonville Beach, Florida 32250
John Lewis	1010 N. Third Street Jacksonville Beach, Florida 32250

Prepared by: Carolyn Herman, Esq., 1831 N. Third Street, Jacksonville Beach, FL 32250  
Florida Bar No. 976563, tel. No. 904/247/9420

**ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent of the corporation shall be:  
Richard Levis, 1010 N. Third Street, Jacksonville Beach, Florida 32250.

**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation is:  
Richard Levis, 1010 N. Third Street, Jacksonville Beach, Florida 32250

The undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of  
May, 1998.

Signature: \_\_\_\_\_

Print: \_\_\_\_\_

  
Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is: Shopping the Beaches, Inc.
2. The name and address of the registered agent and office are: Richard Levis, 1010 N. Third Street, Jacksonville Beach, Florida 32250.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE 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.

Signature: 

Print: Richard Levis

Date: 5-18-98

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