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Law Offices of
TILLEY & CHAPMAN

MICHAEL R. TILLEY
KRISTINE M. CHAPMAN

NATIONS BANK BUILDING
2000 GLADES ROAD • SUITE 208
BOCA RATON, FLORIDA 33431

(561) 392-5707
TELEFAX (561) 368-0709

September 15, 1998

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****122.50 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: HEY DAD, INC.

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation, along with the registered agent's acceptance. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,


Michael R. Tilley

MRT/dj
Encl.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
HEY DAD, INC.**

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ARTICLE I. CORPORATE NAME

The name of this corporation is Hey Dad, Inc.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of this corporation is Port of the Islands Marina, 525 Newport Drive, Naples, Florida 34114

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Michael R. Tilley, 2000 Glades Road, Suite 208, Boca Raton, Florida 33431.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator to these articles of incorporation are Michael R. Tilley, 2000 Glades Road, Suite 208, Boca Raton, Florida 33431.

The undersigned has executed these articles of incorporation on September 15, 1998.


Michael R. Tilley

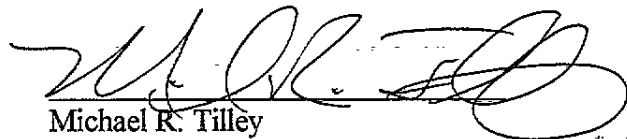
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S.607.0501, 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 Hey Dad, Inc.
2. The name of the registered agent is Michael R. Tilley.
3. The address of the registered agent/registered office is 2000 Glades Road, Suite 208, Boca Raton, Florida 33431.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Michael R. Tilley

Date: September 15, 1998

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