

P98000085836

TRANSMITTAL LETTER

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

300002655073--8
-10/05/98--01030--019
*****70.00 *****70.00

SUBJECT: M D SURF & SPORT, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation regarding the subject corporation and a check for:

| | | | |
|---|----------------------------------|-----------------------------------|--|
| <input checked="" type="checkbox"/> \$70.00 | <input type="checkbox"/> \$78.75 | <input type="checkbox"/> \$122.50 | <input type="checkbox"/> \$131.25 |
| Filing fee | Filing fee & Certificate | Filing fee & Certified Copy | Filing fee & Certified Certificate |

Please return the photocopy to me with the filing date stamped on it at your earliest convenience.
Thank you.

From & Return To: *M D Surf & Sport, Inc.*
106 Woodridge Tr.
Sanford Fl. 32771

FILED
98 OCT -5 AM 9:53
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
10-7-98
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ARTICLES OF INCORPORATION

OF

M D SURF & SPORT, INC.

The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopts the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation shall be:

M D Surf and Sport, Inc.

ARTICLE TWO - PRINCIPAL OFFICE

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

1937 S. Alafaya Trail #205
Orlando Fl.

ARTICLE THREE - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE FOUR - NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory, or nation.

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TALLAHASSEE, FLORIDA

ARTICLE FIVE - CAPITAL STOCK

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

| <u>Class</u> | <u>Par Value</u> | <u>Number</u> |
|--------------|------------------|---------------|
| Common | \$1.00 | 500 |

ARTICLES SIX - INITIAL REGISTERED AGENT

The name and address of the initial registered agent and registered office is:

**Michael Cyphers
106 Woodridge Tr.
Sanford FL 32771**

ARTICLE SEVEN- INITIAL DIRECTOR

The number of directors constituting the initial Board of Directors of the corporation is two (2), and the name of the persons(s) who is(are) to serve as a director(s) until the organization meeting or until the first meeting of shareholders or until his(their) successor(s) is(are) elected and qualified is(are)

- 1. Michael Cyphers**
- 2. Debra Cyphers**

ARTICLE EIGHT - LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the incorporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE NINE- INCORPORATOR

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

**Michael Cyphers
106 Woodridge Tr.
Sanford Fl. 32771**

The undersigned incorporator hereby declares, under the penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. The undersigned has executed the Articles of Incorporation this 1st day of OCTOBER, 1998.


(Incorporator's Signature)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT & REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 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 AGENT AND REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:


M D Surf & Sport, Inc.

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

Michael Cyphers
106 Woodridge Tr.
Sanford Fl. 32771

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TALLAHASSEE, FLORIDA

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.


(Signature of Registered Agent)

October 1, 1998
(Date)