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JAMES L. CLARK, P. A.
ATTORNEY AND COUNSELOR AT LAW

1902 South MacDill Avenue
Tampa, Florida 33629

Tel. (813) 253-2626

Fax (813) 253-0608

October 20, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-10/23/98--01027--001
****122.50 *****78.75

RE: Moonwalk Adventures, Inc.

Dear Sirs:

Enclosed please find the Articles of Incorporation for the above referenced new corporation and our check in the amount of \$122.50 representing the required filing fee for same.

Also enclosed is a copy of the Articles for conforming and returning in the self addressed, stamped envelope, provided for your convenience.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

Cheryl A. Pereira

Cheryl A. Pereira, Legal Assistant to
James L. Clark, Esquire

encs.

98 OCT 23 AM 9:34
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/26/98
AM

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida, General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FILED
98 OCT 23 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MOONWALK ADVENTURES, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purposes of conducting any and all lawful business enterprises under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1902 So. MacDill Avenue
Tampa, FL 33629

and the name of the initial registered agent of this corporation at that address is:

JAMES L. CLARK

ARTICLE V - BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased from time to time by the By-Laws. The names and addresses of the initial directors are:

Wendell M. Underwood
10223 Charleston Corner Road
Tampa, FL 33635

Muguel A. Mendez
10226 Charleston Corner Road
Tampa, FL 33635

ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles is:

Wendell M. Underwood
10223 Charleston Corner Road
Tampa, FL 33635

ARTICLE VII - CORPORATE OFFICE

The corporate office of the corporation shall initially be located at:

10226 Charleston Corner Road
Tampa, FL 33635

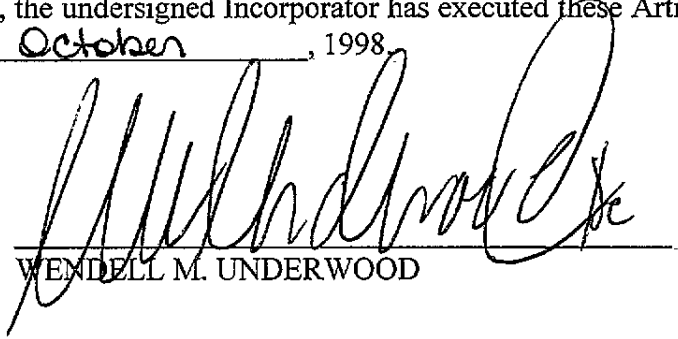
ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of October, 1998.



WENDELL M. UNDERWOOD

STATE OF FLORIDA)
)s.s.
COUNTY OF MONROE)

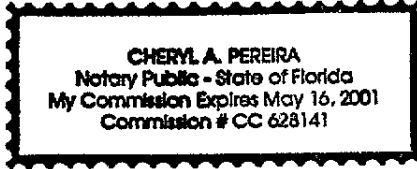
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared WENDELL M. UNDERWOOD well known to me and known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, freely and voluntarily and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 20th day of October, 1998.

Cheryl A. Pereira
NOTARY PUBLIC, State of Florida

CHERYL A. PEREIRA
Printed Name

My Commission Expires: _____ (Seal)



CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, FLA.STAT., the following is submitted:

FIRST: MOONWALK ADVENTURES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 10226 Charleston Corner Road, County of Hillsborough, State of Florida, 33635 has named James L. Clark, Esq., 1902 So. MacDill Avenue, Tampa, County of Hillsborough, State of Florida 33629 as its registered agent to accept service of process with Florida.

Wendell M. Underwood
WENDELL M. UNDERWOOD

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

James L. Clark
JAMES L. CLARK, ESQ.

10-19-98
Date

FILED
98 OCT 23 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA