

BMM&W

BRANT, MOORE, MACDONALD & WELLS, PA.

ATTORNEYS AND COUNSELLORS

50 North Laura Street • Suite 3100
Jacksonville, Florida 32202

Richard W. Buck
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P99000011824

February 1, 1999

VIA FEDERAL EXPRESS

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

600002762786--2
-02/02/99-01108-012
*****78.75 *****78.75

Re: The Edge Surf Shop, Inc.

Dear Sir/Madam:

Enclosed please find two (2) original Articles of Incorporation for the above referenced corporation. We have also enclosed a check in the amount of \$78.75 to cover the cost of filing fee. We would appreciate your filing the Articles of Incorporation immediately upon receipt and returning a certified copy of the filing to our office.

If you have any questions, please do not hesitate to call.

Very truly yours,

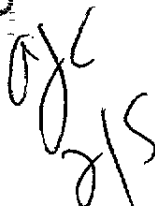

Richard W. Buck

RWB/rip
Enclosures
139362.1

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 FEB - 2 PM 4: 19

FILED



ARTICLES OF INCORPORATION
OF
THE EDGE SURF SHOP, INC.

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 FEB -2 PM 4: 19

FILED

ARTICLE I - NAME

The name of this Corporation is The Edge Surf Shop, Inc.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 1,000 shares of the common stock at a par value of \$0.01 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 1208 14th Street North, Jacksonville Beach, Florida 32250. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - DIRECTORS

This Corporation shall have five (5) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the members of the first Board of Directors is:

Rickie Lee Skalsky
2602 Bottomridge Drive
Orange Park, Florida 32065

Sandra Elaine Skalsky
2602 Bottomridge Drive
Orange Park, Florida 32065

Craig Scott Morrison
2644 Burmood Street
Orange Park, Florida 32065

Michael Wayne Whisnant
1208 14th Street North
Jacksonville, Florida 32250

Sandra Starr Whisnant
1208 14th Street North
Jacksonville, Florida 32250

ARTICLE VIII - INCORPORATOR

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

Richard W. Buck, Esquire
50 North Laura Street, Suite 3100
Jacksonville, Florida 32202

ARTICLE IX - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

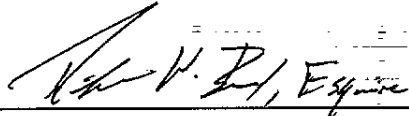
The street address of the initial registered office of this Corporation is 50 North Laura Street, Suite 3100, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is Richard W. Buck, Esquire.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XII - EFFECTIVE DATE

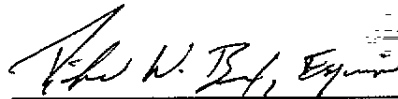
The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

 (SEAL)

Richard W. Buck, Esquire
Incorporator

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for The Edge Surf Shop, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.



Richard W. Buck, Esquire
Registered Agent

139361.1

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99 FEB -2 PM 4: 19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA