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Phone 727-576-6764 or 877-603-2533
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March 8, 1999

P99000024649

Florida Department of State
Division of Corporations
Attn: New Filings
409 East Gaines Street
Tallahassee, FL 32399

Re: Filing of Articles of Incorporation- Old Men by the Sea Inc.

Dear Sir/Madam:

Enclosed for filing is the Articles of Incorporation for the above-referenced corporations, together with checks in the amount of \$70.00 to cover the filing fees. We have enclosed an extra copy for a stamped acknowledgment of receipt.

Please file these in your office as soon as possible and return the filed copies to me in the enclosed self-addressed stamped envelope.

If you have any questions, please call 877-603-2533.

Sincerely,

Michael J. Jagoda

MJJ/me
Enclosures

Michael
GAVE
AUTHORIZATION BY PHONE TO
CORRECT, *unsigned checks*
DATE *3/17*
DO EXAM *SD*

500002810285--8
-03/18/99--01005--005
*****70.00 *****70.00

W99-6456

SD
3/17

FILED
99 MAR 17 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA
ARTICLES OF INCORPORATION OF
OLD MEN BY THE SEA INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:
"OLD MEN BY THE SEA INC."

SECOND: The street address of the initial principal office of the corporation shall be **2338A. 1st Avenue, Fernandina Beach, Florida 32034** and the mailing address of the corporation shall be the same.

THIRD: The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

FOURTH: The number of shares the corporation is authorized to issue is 1,000 shares of common stock having No Par Value per share.

FIFTH: The street address of the initial registered office of the corporation is **2338 A. 1st Avenue, Fernandina Beach, Florida 32034** and the name of its initial registered agent at such address is: William A. Cantwell.

SIXTH: This corporation is to exist perpetually.

SEVENTH: The number of Directors constituting the initial Board of Directors of the Corporation is Two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the Shareholders or until their successors are elected and qualify are:

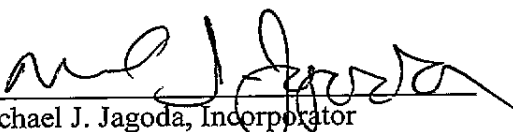
William A. Cantwell, 2338 A. 1st Avenue, Fernandina Beach, Florida 32034

Lowell Hall, 2021 S. Fletcher Avenue, Fernandina Beach, Florida 32034

EIGHTH: The name and street address of the incorporator to these Articles of Incorporation:

Michael J. Jagoda
10460 Roosevelt Blvd., Suite 284, St. Petersburg, Florida 33716

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this **8th day of March, 1999.**


Michael J. Jagoda, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Old Men by the Sea Inc.

Acceptance by the Registered Agent as required in section 607.0501 (3)
F.S.: **William A. Cantwell** is familiar with and accepts the obligations
provided for in Section 607.0505.

Dated: March 8, 1999

BY 
William A. Cantwell

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TALLAHASSEE, FLORIDA