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June 8, 1999

Secretary of State
Division of Corporations
The Capitol
Plaza Level 10
Tallahassee, Florida 32399-0810

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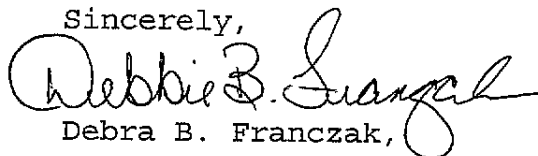
RE: Articles of Incorporation;
Serra's Shells and More, Inc.

Dear Reader:

Enclosed please find the original and one copy of the Articles of Incorporation and the Acceptance of Appointment as Resident Agent for the above referenced corporation. Also please find a check in the amount of \$122.50 to cover the costs of the filing tax, the filing fees, and a certified copy of the Articles of Incorporation.

Thank you for your cooperation.

Sincerely,



Debra B. Franczak,
Secretary to
Geoffrey B. Dobson

FILED
99 JUN 15 PM 1:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

/dbf
Enclosures

B. BROCK JUN 16 1999

ARTICLES OF INCORPORATION
OF
SERRA'S SHELLS AND MORE, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting hereby as Incorporators for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit, pursuant to Chapter 607, Florida Statutes, and other applicable law, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be SERRA'S SHELLS AND MORE, INC.

ARTICLE II

ADDRESS AND REGISTERED OFFICE

The street address, principal place of business and registered office of this corporation is hereby designated to be 5741 South A1A, St. Augustine Beach, Fl 32084, and such principal place of business and registered office may be changed in accordance with the By-Laws of the corporation or by appropriate action of the Board of Directors. The initial Registered Agent of this corporation whose business office is the same as the registered office is hereby designated to be Ann Serra.

ARTICLE III

NATURE OF BUSINESS

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

BY-LAWS

The corporation may in its By-Laws make any other provisions or requirements for the management or conduct of the business of the corporation, provided the same is not inconsistent with the provisions of this certificate, or contrary to the laws of this State or of the United States.

ARTICLE V

CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue is one thousand (1000), all of which shall be common shares with par value of One and No/100ths (\$1.00) Dollar per share.

ARTICLE VI

INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be Five Hundred and No/100ths (\$500.00) Dollars.

ARTICLE VII

TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE VIII

DIRECTORS

This corporation shall initially have two (2) directors. The number of directors may be increased from time to time in accordance with the provisions of the corporation by-laws adopted by the stockholders. The names and addresses of the directors are:

<u>NAME</u>	<u>ADDRESS</u>
Ann Serra	5900 D. U.S. 1 South, St. Augustine, Florida , 32086
Sebastian Serra	5900 D. U.S. 1 South, St. Augustine, Florida 32086

ARTICLE IX

OFFICERS

This corporation shall consist of the following officers: President, Vice-President, Secretary & Treasurer. The officers of this corporation need not be stockholders.

ARTICLE X

INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Ann Serra	5900 D. U.S. 1 South, St Augustine, Florida 32086
Sebastian Serra	5900 D. U.S. 1 South, St. Augustine, Florida 32086

ARTICLE XI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have made and subscribed to the foregoing Articles of Incorporation on the ____ day of June, A.D., 1999.

Ann P. Serra

STATE OF FLORIDA
COUNTY OF ST. JOHNS:

I, the undersigned, an officer authorized to administer oaths and take acknowledgments in and for the State of Florida, do hereby certify that on the 15th day of June, 1999, personally came before me, Ann P. Serra, the party who signed the foregoing Articles of Incorporation, and acknowledged to and before me under oath that she executed the same as her free act and deed, for the uses and purposes therein set forth. Ann P. Serra who is known to me or who has furnished a _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at St. Augustine, St. Johns County, Florida, the day and year aforesaid.

[Signature]
Notary Public, State of Florida
My Commission Expires: _____

GEOFFREY B. DOBSON
Notary Public, State of Florida
My Comm. expires Sept. 15, 1999
Comm. No. CC 494762

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **SERRA'S SHELLS AND MORE, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of St. Augustine, County of St. Johns, State of Florida, has named **Ann Serra** located at 5741 A1A South St. Augustine, County of St. Johns, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Ann P Serra

(Resident Agent)

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99 JUN 15 PM 1:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED