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FLORIDA PROFIT CORPORATION OR P.A.

TALEE ENTERPRISES, INC.

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Page Count	04
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 16, 1999

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**ARTICLES OF INCORPORATION
OF**

TALEE ENTERPRISES, INC.

The undersigned, for the purpose of becoming a corporation for profit under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
Corporate Name and Address**

The name of the Corporation is TaLee Enterprises, Inc., and its principal office is located at 101 West Venice Avenue; Suite # 15; Venice, FL 34285.

**ARTICLE II
Term of Existence**

The duration of the Corporation is perpetual, to be commenced with the filing of these Articles of Incorporation with the Department of State within the State of Florida.

**ARTICLE III
Nature of the Corporate Business**

The general purpose for which the Corporation is organized is:

- 1) To facilitate retail sales of surf and skate equipment, apparel and other retail products, and to do such things which are related and incidental to the foregoing, or necessary, or desirable in order to accomplish the foregoing; and
- 2) To transact any other lawful business for which Corporations may be incorporated under the laws of the State of Florida.

Prepared By:

Craig Sharet, C.P.A., P.A.
300 South Pine Island Road
Suite # 204
Plantation, FL 33324
(954)423-4050

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**ARTICLE IV
Capital Stock**

The aggregate number of shares, which the Corporation is authorized to issue, is 1,000. Such shares shall be of a single class and shall have a par value of \$ 1.00 per share. The shareholders have agreed to subscribe to the common stock, for value and consideration, in the following amounts:

Aren Howard	500 shares
Tracy Howard	500 shares

**ARTICLE V
Initial Registered Agent**

The street address of the initial registered office of the Corporation is 300 South Pine Island Road; Suite 204; Plantation, FL 33324. The name of the initial registered agent is Craig Sharet, C.P.A. located at the above address.

**ARTICLE VI
Initial Board of Directors**

- 1) The number of directors on the initial board of directors of the Corporation is two (2).
- 2) The name and address of each person who is to serve as a member of the initial board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
Aren Howard	5841 Tidewood Avenue Sarasota, FL 34231
Tracy Howard	5841 Tidewood Avenue Sarasota, FL 34231

- 3) The number of directors may be changed from time to time by the By-Laws, but at no time shall the number of directors be less than one (1).

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**ARTICLE VII
Incorporator**

The name and address of the incorporator is:

NAME

ADDRESS

Craig Sharet, C.P.A.

300 South Pine Island Road
Suite # 204
Plantation, FL 33324

**ARTICLE VIII
Director Action**

The directors of this Corporation may take action by written consent as provided by law.

**ARTICLE IX
Indemnity**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

In witness whereof, I have hereunto subscribed my name and affixed my seal, at Plantation, Broward County, Florida, on December 15, 1999.

C. Sharet CPA
Incorporator

**STATE OF FLORIDA
COUNTY OF BROWARD**

The foregoing instrument was acknowledged to me this 15th day of December, 1999, by CRAIG SHARET, CPA, ~~(who is personally known to me)~~ (has produced as identification) and who did take an oath.

In witness whereof, I have hereunto set my hand and official seal.

[Signature]
Notary Public

My Commission Expires:



Kenneth M. Meyer
MY COMMISSION # 00000001 EXPIRES
July 23, 2001
BONDED THRU TRISTAR INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, TaLee Enterprises, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Venice, County of Sarasota, State of Florida, located at 101 West Venice Avenue; Suite 15; Venice, Florida 34285, has named Craig Sharet, C.P.A. as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at a 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.


Craig Sharet
Registered Agent

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