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LETTER OF TRANSMITTAL

March 28, 2000

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

FILED  
00 MAR 31 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE SUBJECT: EAGLE BAY AIR BOAT RIDES, INC.  
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a  
money order for \$70.00

400003192074--3  
-03/31/00--01080--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FROM: Bette P. Moore, Accounting  
1350 NW 141 Street  
Okeechobee, FL 34972

TELE 863-467-5058  
FAX 863-467-9502

NOTE: Please provide the original and one copy of the articles.

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

T. Burch APR 5 2000

ARTICLES OF INCORPORATION  
OF  
EAGLE BAY AIR BOAT RIDES, INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A  
CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO  
HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

00 MAR 31 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLE I

THE NAME OF THE CORPORATION IS:

**EAGLE BAY AIR BOAT RIDES, INC.**

ARTICLE II

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE III

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS  
ORGANIZED ARE:

1.) TO SUCH EXTENT AS A CORPORATION ORGANIZED UNDER THE BUSINESS CORPORATION LAW OF THIS STATE MAY NOW OR HEREAFTER LAWFULLY DO, TO DO, EITHER AS PRINCIPAL OR AGENT AND EITHER ALONE OR IN CONNECTION WITH OTHER CORPORATIONS, FIRMS, OR INDIVIDUALS ALL AND EVERYTHING NECESSARY, SUITABLE, CONVENIENT, OR PROPER FOR, OR IN CONNECTION WITH, OR INCIDENT TO, THE ACCOMPLISHMENT OF ANY OF THE ATTAINMENT OF ANY MORE OF THE OBJECTS HEREIN ENUMERATED, OR DESIGNED DIRECTLY OR INDIRECTLY TO PROMOTE THE INTERESTS OF THIS CORPORATION OR TO ENHANCE THE VALUE OF ITS PROPERTIES; AND IN GENERAL TO DO ANY AND ALL THINGS AND EXERCISE ANY AND ALL POWERS, RIGHTS, AND PRIVILEGES WHICH A CORPORATION MAY NOW OR HEREAFTER BE ORGANIZED TO DO OR TO EXERCISE UNDER THE BUSINESS CORPORATION LAW OF THIS STATE OR UNDER ANY ACT AMENDATORY THEREOF, SUPPLEMENTAL THERETO, OR SUBSTITUTED THEREFORE.

2.) TO DO SUCH THINGS THAT ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

#### ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS FIVE HUNDRED (500). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE \$1.00 PAR VALUE.

EVERY SHAREHOLDER, UPON SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

THE CORPORATION IS AUTHORIZED TO ISSUE ONLY ONE CLASS OF STOCK, AND ALL ISSUED STOCK SHALL BE HELD OF RECORD BY NOT MORE THAN THIRTY-FIVE (35) PERSONS. STOCK SHALL BE ISSUED AND TRANSFERABLE ONLY TO NATURAL PERSONS WHO ARE NOT NONRESIDENT ALIENS.

#### ARTICLE V

THE ADDRESS OF THE INITIAL REGISTERED OFFICE IS:  
**5350 S.W. 16TH WAY, OKEECHOBEE, FL. 34974**  
THE NAME OF ITS INITIAL RESIDENT AGENT IS: **JASON FERREL**  
THE CORPORATION OPERATING ADDRESS IS: **900 HWY 78 W**  
**OKEECHOBEE, FL 34974**

#### ARTICLE VI

THE DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS: **JASON FERRELL**  
**5350 SW. 16TH WAY, OKEECHOBEE, FL 34974**

#### ARTICLE VII

DIRECTORS - REMOVAL BY STOCKHOLDERS. THE STOCKHOLDERS SHALL HAVE THE RIGHT AT ANY REGULAR MEETING, OR AT ANY SPECIAL MEETING CALLED FOR SUCH PURPOSE, TO REMOVE ANY DIRECTOR OF THE CORPORATION WITH OR WITHOUT CAUSE.

#### ARTICLE VIII

DIRECTORS - INDEMNIFICATION. THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX

STOCKHOLDER'S - MEETING. THE PRESENCE, AT ANY STOCKHOLDER'S MEETING, IN PERSON OR BY PROXY, OF PERSONS ENTITLED TO VOTE ALL OF THE SHARES OF THE CORPORATION THEN ISSUED AND OUTSTANDING SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS.

THE AFFIRMATIVE VOTE OF THE OUTSTANDING SHARES OF THE CORPORATION SHALL BE CONSIDERED THE ACT OF THE STOCKHOLDERS.

ARTICLE X

DIRECTORS - MEETINGS. ALL OF THE AUTHORIZED NUMBER OF DIRECTORS SHALL CONSTITUTE A QUORUM OF THE BOARD OF DIRECTORS FOR THE TRANSACTION OF BUSINESS.

THE CONSENT OF ALL THE DIRECTORS SHALL BE REQUIRED TO CONSTITUTE ANY ACT OR DECISION OF THE BOARD OF DIRECTORS.

ARTICLE XI

THE NAME AND ADDRESS OF THE INCORPORATOR IS:  
JASON FERRELL, 5350 S.W. 16TH WAY, OKEECHOBEE, FL 34974

EXECUTED BY THE UNDERSIGNED AT OKEECHOBEE, FLORIDA  
ON THIS 29<sup>th</sup> Day OF MARCH 2000.

  
\_\_\_\_\_  
Jason Ferrell

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE:

BEFORE ME THE UNDERSIGNED AUTHORITY AUTHORIZED TO ADMINISTER OATHS AND TAKE ACKNOWLEDGMENTS PERSONALLY APPEARED JASON FERRELL ON THE 29<sup>th</sup> DAY OF MARCH 2000, AND WHO AFTER BEING DULY CAUTIONED AND SWORN DEPOSED AND STATED THAT THEY EXECUTED THE SAME FOR THE PURPOSE EXPRESSED THEREIN.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 29<sup>th</sup> DAY OF MARCH 2000.

**BETTE P. MOORE**  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMM. EXPIRES JULY 6, 2002  
COMM. NO. CC731619

  
NOTARY PUBLIC

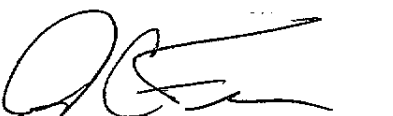
CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

JASON FERRELL, HEREBY AGREES TO BE THE RESIDENT AGENT FOR:

**EAGLE BAY AIR BOAT RIDES, INC.**

AND FURTHER HEREBY AGREES TO ACCEPT ANY AND ALL CORRESPONDENCE DIRECTED TO SAID CORPORATION ADDRESSED TO THE REGISTERED OFFICE AT:

5350 S.W. 16TH WAY  
OKEECHOBEE, FL 34974

  
JASON FERRELL