F96000005023

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TRANSMITTAL LETTER

700001[illegible]
-10/04/96--01069--009
*****200.00 *****200.00

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Aquatic Operations Inc.
(Name of corporation - must include suffix)

400001929074
-08/22/96--01007--004
*****70.00 *****70.00

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

W96-17633

Please return all correspondence concerning this matter to the following:

Allen E. Pell
(Name of Person)

Aquatic Operations Inc.
(Firm/Company)

140 Carriage Way Dr.
(Address)

Burr Ridge, IL. 60521
(City/State/Zip)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -1 AM 8:27

Should you need to call someone concerning this matter, please call:

Al Pell
(Name of Person) at (708) 325-3340
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1996

ALLEN E. PELL
%AQUATIC OPERATION INC.
140 CARRIAGE WAY DR.
BURR RIDGE, IL 60521

SUBJECT: AQUATIC OPERATION INC.
Ref. Number: W96000017633

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96 OCT -1 AM 8:27
SECRETARY OF STATE
DIVISION OF CORPORATIONS

We have received your document for AQUATIC OPERATION INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4) or 617.1502(4), F.S., this office is required to collect a penalty of $1000 for each year this corporation transacted business in Florida prior to qualification and the appropriate annual report fees that would have been due had the corporation qualified the year it began operation in this state.

However, the $1000 per year penalty fee is waived, pursuant to laws of Florida 96-212, for any corporation that applies for a certificate of authority between July 1, 1996 and December 1, 1996.

The total amount due this office through December 31, 1996 to cover the back annual report(s) is $200.00.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

A photocopy of the certificate of existence is not acceptable.

The document must include original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 796A00039886

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. Aquatic Operation Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Illinois
(State or country under the law of which it is incorporated)

3. 36-3558587
(FEI number, if applicable)

4. 12/1/87
(Date of incorporation)

5. Perpetual
(Duration: Your corp. will cease to exist on "perpetual")

6. Oct. 1, 1995
(Date first transacted business in Florida. (See SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 1630 Chesapeake Avenue ~~2205 Harbour Walk Circle Unit 118~~ Naples, FL
(Current mailing address)

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95 OCT 11 AM 8:37
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DIVISION OF CORPORATIONS

8. Instruct Swimming lessons and manage swim pool
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Allen E. Pell ~~Barbara J. Pell~~

Office Address: 1630 Chesapeake Avenue ~~2205 Harbour Walk Circle Unit 118~~

Naples, Florida 34102 ~~33962~~
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Allen E. Pell
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Allen E. Pell

Address: ~~2705 Arbour Walk Circle Unit 918~~ Naples, Fl. 34102
1630 CHESAPEAKE AVENUE

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Robert A. Pell

Address: ~~2705 Arbour Walk Circle Unit 918~~ Naples, Fl 34102
1830 CHESAPEAKE AVENUE

Vice President: _____

Address: _____

Secretary: Barbara J. Pell

Address: ~~2705 Arbour Walk Circle Unit 918~~ Naples, Fl 34102
1630 CHESAPEAKE AVENUE

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Allen E. Pell
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Allen E. Pell Chairman
(Typed or printed name and capacity of person signing application)

FILED
96 OCT -1 AM 8:22
SECRETARY OF STATE
DIVISION OF CORPORATIONS

File Number 5489-210-1

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -1 AM 9:27

To all to whom these Presents Shall Come, Greeting:

I, George H. Ryan, Secretary of State of the State of Illinois,

do hereby certify that AQUATIC OPERATIONS, LTD., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE DECEMBER 8, 1987, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE FILING OF ANNUAL REPORTS AND PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS**********

SEAL OF THE STATE OF ILLINOIS
AUG. 26TH 1818

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois this* 12TH *day of* SEPTEMBER *A.D., 19* 95

George H Ryan
SECRETARY OF STATE

C-260