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3422 Old Capitol Trail, Suite 700
Wilmington, DE 19808-6192 (USA)

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Toll Free (USA & Canada, only):
Tel: 1.800.423.2993
Fax: 1.800.423.0423
E-mail: inc_info@delbusinc.com
Internet: http://www.delbusinc.com

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BUSINESS
INCORPORATORS
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Lori Whitlock
Office space for **CAVE**

October 29, 1997

Ms. Brenda Tadlock
Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: OUT-OF-THE-WATER ENTERPRISES, LLC
File #: 7870

Dear Secretary of State:

Please find enclosed the following documents:

- 1) Application to register a foreign corporation
 - 2) Payment of \$70.00,
 - 3) Certificate of Good Standing State of Delaware.
- printed original document.

Please return the authorization certificate or any other documents to:

Delaware Business Incorporators, Inc.
3422 Old Capitol Trail, Suite 700
Wilmington, DE 19808-6192

Thank you for your prompt response to our request.

Sincerely,

Lori M. Whitlock

Lori M. Whitlock

Enclosure

Availability	<i>Let</i>
Document Examiner	<i>Let</i>
Updater	<i>Let</i>
Updater Verifier	<i>Let</i>
Acknowledgement	<i>Let</i>
W. P. Verifier	<i>Let</i>

For the CORPORATE

Let 2/13

W97-24944
used 11/3/97

BLING	255.00
COPY	
R. AGENT	35.00
TOTAL	285.00
BALANCE	0.00
REFUND	

7489, 146, 1174, 608, 671



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 4, 1997

LORI WHITLOCK
DELAWARE BUSINESS INCORPORATORS INC.
3422 OLD CAPITOL TRAIL, SUITE 700
WILMINGTON, DE 19808-6192

SUBJECT: OUT-OF-THE WATER ENTERPRISES, LLC
Ref. Number: W97000024944

✓ We have received your document for OUT-OF-THE WATER ENTERPRISES, LLC and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

✓ 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 (850) 487-6911.

Brenda Tadlock
Sr. Corporate Section Administrator

Letter Number: 497A00053240

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. OUT-OF-THE-WATER ENTERPRISES, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)
2. DELAWARE
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 65-0781384
(FEI number, if applicable)
4. SEPTEMBER 12, 1997
(Date of Organization)
5. PERPETUAL
(Duration: Year limited liability company will cease to exist or "perpetual")
6. UPON AUTHORIZATION
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. 1156 NE OCEANVIEW CIRCLE
JENSEN BEACH, FL 34957.
(Street address of principal office)

8. List and indicate in title space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:

TITLE:

NAME & ADDRESS:

TITLE:

JEFFREY S. SANGER

PRESIDENT

1156 NE OCEANVIEW CIR.

MGRM

JENSEN BEACH, FL 34957

KAREN PLANTE SANGER

EXEC. V.P.

1156 NE OCEANVIEW CIR

MGRM

JENSEN BEACH, FL 34957

Filing Fee: \$ 52.50 for Application

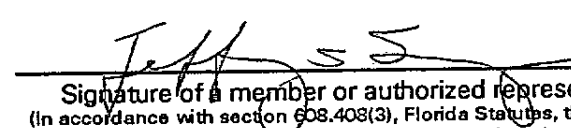
FILED
98 FEB 12 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

FILED
98 FEB 12 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned member or authorized representative of a member of OUT-OF-THE-WATER ENTERPRISES, LLC deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 3,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 3,000.00. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 6,000.00. This total includes amounts from 2 and 3 above.


Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$ 52.50 for Affidavit

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
98 FEB 12 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is:

OUT-OF-THE-WATER ENTERPRISES, LLC

2. The name and address of the registered agent and office is:

Jeffrey S. Sanger

1156 NE OCEANVIEW CIRCLE

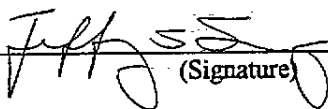
(Name)

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

JENSEN BEACH, FL 34957.

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

1-23-98
(Date)

Filing Fee: \$ 35 for Designation of Registered Agent

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OUT-OF-THE-WATER ENTERPRISES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF OCTOBER, A.D. 1997.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2795663 8300

971367461

8730359

AUTHENTICATION:

DATE: 10-30-97