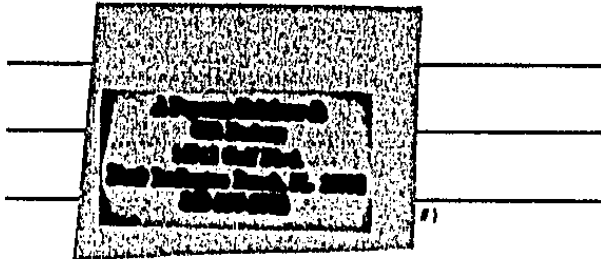


N95000001554

FILED

95 APR -3 11 00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W95-6322

NANCY HENDRICKS APR - 3 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 22, 1995

FRANCIS KRICKLER
16913 GULF BLVD.
NORTH REDINGTON BEACH, FL 33708

SUBJECT: BARRIER REEFS TURTLE WATCH, INC.
Ref. Number: W95000006322

We have received your document for BARRIER REEFS TURTLE WATCH, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 395A00012821

ARTICLES OF INCORPORATION
OF
BARRIER REEFS TURTLE WATCH, INC.

FILED
95 APR -3 11 6 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Not-For-Profit Corporation

I, the undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

BARRIER REEFS TURTLE WATCH, INC.

The mailing address is: 16913 Gulf Boulevard, N. Redington Beach, FL 33708.

ARTICLE II

PURPOSE

The nature of the business and the purposes for which this corporation is organized are as follows: to perform scientific research and the care and maintenance of sea turtles and other sea mammals, advertising and all other activities which are necessary, suitable or convenient for the accomplishment of the foregoing purposes or which are incidental thereto or connected therewith and to conduct business and carry out all of the aforesaid purposes in any state, territory, district or possession of the United States, to the extent not forbidden by law; to have any and all rights, powers and privileges, which are or may be granted, to such corporations incorporated under the laws

of the State of Florida.

ARTICLE III

TERMS OF EXISTENCE

This corporation is to have perpetual existence.

ARTICLE IV

INITIAL REGISTERED OFFICE

The post office address of the corporation's initial registered office is to be: 16913 Gulf Boulevard, N. Redington Beach, Florida 33708, or such other place or places as the Directors, by majority vote, shall deem appropriate action from time to time determine.

ARTICLE V

INITIAL REGISTERED AGENT

Francis Krickler is hereby designated as the initial Registered Agent for the above-named corporation and the post office address of the initial Registered Agent's office is to be: 16913 Gulf Boulevard, N. Redington Beach, Florida 33708.

ARTICLE VI

BOARD OF DIRECTORS


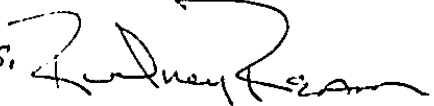
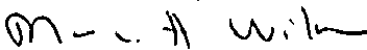
There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the corporate By-Laws. Each of the said directors shall be of full age and shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of the majority of the directors.

NAME	ADDRESS
Francis Kricklor	16913 Gulf Blvd., N. Redington Beach, FL 33708
Rodney Roam	16913 Gulf Blvd., N. Redington Beach, FL 33708
Margo Wilson	16913 Gulf Blvd., N. Redington Beach, FL 33708

ARTICLE XII

OFFICERS

The names and addresses of the Corporate Officers, who, subject to this charter, the By-Laws of the corporation, if any, and the laws of the State of Florida, shall hold office until an election is held by for the election of officers and their successors have been duly elected and qualified are:

	NAME/TITLE	ADDRESS
RRES.	 Francis Krickler P/S/T	16913 Gulf Blvd., N. Redington Beach, FL 33708
TREAS.		Same as Above
SEC.		Same as above

ARTICLE XIII

BY-LAWS

A. The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation.

B. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws

of this State or of the United States.

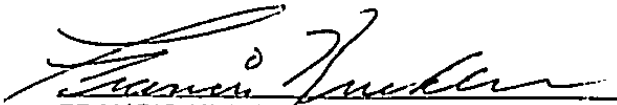

ARTICLE XIV

SUBSCRIBER

The name and street address of each person signing these Articles of Incorporation as a subscriber is as follows:


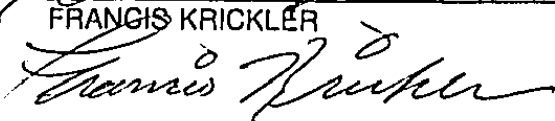
NAME	ADDRESS
Francis Krickler	16913 Gulf Blvd., N. Rodington Beach, FL 33708

IN WITNESS WHEREOF the undersigned has hereunto set his hand and seal, acknowledged and filed above, the foregoing Articles of Incorporation under the laws of the State of Florida, this 19 day of January, 1995.


FRANCIS KRICKLER


REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


FRANCIS KRICKLER


STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING INSTRUMENT was acknowledged before me this 19TH day
of January, 1995, by FRANCIS KRICKLER, who is personally known to me or who has
produced a Florida Driver's License as identification and who did/did not take an oath.



ERIC STEPHEN BUSSE
MY COMMISSION # CC378107 EXPIRES
JUNE 2, 1998
BONDED THROUGH TFCU INSURANCE, INC.



Notary Public