

LAW OFFICES OF
KLINGBEIL & ROBERTS, P.A.

341 Venice Avenue West
VENICE, FLORIDA 34285

Robert T. Klingbeil, Jr.
Gregory C. Roberts

December 22, 1995

Telephone (941) 485-7705
Fax (941) 488-9109

Secretary of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Search 'n' Sea, Inc.

Dear Sir:

We enclose original and one copy of Articles of Incorporation concerning the above, and request an effective date of incorporation of Search 'n' Sea, Inc., on behalf of the above-referenced corporation. Also enclosed is our check in the total amount of \$122.50 to cover the cost of this filing:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>
Total:	\$122.50

EFFECTIVE DATE

1-1-96

Please return a certified copy of the Articles of Incorporation to our office at the address listed above.

Thank you for your attention to this matter.

Very truly yours,

Tamara L. Wallace

Tamara L. Wallace,
Legal Assistant

FILED
95 DEC 27 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

tlw
Enclosures - 3
cc: Ronald M. Burge
corp\artofinc.ltr

Tamara Wallace GAVE

JAN 4 1996 BSB

AUTHORIZATION BY PHONE TO

CORRECT Effective Date

DATE 1/4/95

DOC. EXAM. BSB

ARTICLES OF INCORPORATION

OF

SEARCH 'N' SEA, INC.

FILED

95 DEC 27 PM 2:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of SEARCH 'N' SEA, INC., a Florida Not-for-Profit Corporation. Effective date 01-01-96

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

EFFECTIVE DATE

The name of the corporation is SEARCH 'N' SEA, INC.

1-1-96

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not-for-profit corporation. The purposes for which the corporation is organized are: safety, education and research purposes.

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and research.

(b) The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.)

ARTICLE IV

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 312 E. Venice Avenue, Suite 112, City of Venice, County of Sarasota, State of Florida. The name of its initial registered agent at such address is Ronald M. Burge.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held in January, at 312 E. Venice Avenue, Suite 112, Venice, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 7:00 P.M., on the first Monday in February of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of

corporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Ronald M. Burge	312 E. Venice Avenue, Suite 112 Venice, Florida 34292
Marie J. Burge	312 E. Venice Avenue, Suite 112 Venice, Florida 34292
Ronald P. Hogarth	312 E. Venice Avenue, Suite 112 Venice, Florida 34292

ARTICLE VII

The name and address of the incorporator is:

Ronald M. Burge	312 E. Venice Avenue, Suite 112 Venice, Florida 34292
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ARTICLE VIII

The board of directors shall elect the following officers: (president, vice president, treasurer, and secretary), and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers: Ronald M. Burge (state each person's name and residence address, with an appropriate designation as to his or her corporate title).

Ronald M. Burge	President
312 E. Venice Avenue	Secretary
Suite 112	Treasurer
Venice, Florida 34292	

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to educational and research purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

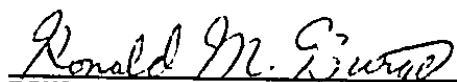
ARTICLE XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment or provision of payment, of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two (at least two-thirds) of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not-for-profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on December 22, 1995.


RONALD M. BURGE, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

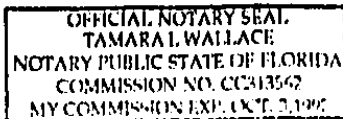
The foregoing instrument was acknowledged before me this 22
day of December, 1995 by RONALD M. BURGE, as Incorporator, who is
personally known to me or who has produced
as identification and who did not take an oath.

Tamara L. Wallace

Notary Public

Print: Tamara L. Wallace

My Commission Expires:



I hereby state that I am familiar with and do hereby accept
the duties and responsibilities as Registered Agent of SEARCH 'n'
SEA, INC.

Ronald M. Burge

RONALD M. BURGE,
Registered Agent