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PLEASE REPLY TO:
P.O. BOX 1019
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*BOARD CERTIFIED CIVIL TRIAL LAWYERS
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†CERTIFIED PUBLIC ACCOUNTANT

PO00000039948

April 11, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Boe-Ty's Adventure Kayak Ecotours, Inc.

Dear Sir/Madam:

300003211113--7
-04/17/00--01112--001
*****87.50 *****87.50

Enclosed please find an original and copy of the Articles of Incorporation of Boe-Ty's Adventure Kayak Ecotours, Inc. together with the original certificate designating registered agent and street address of service of process within Florida.

Also, enclosed is a check in the amount of \$87.50 in payment of the applicable costs and fees.

Please certify the enclosed copy of the Articles of Incorporation and return same to me in the enclosed envelope provided. Thank you for your assistance in this matter.

Very truly yours,

Tyrone Zdravko

FILED
APR 17 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TZ/bw
Enclosure

axc 4/21

ARTICLES OF INCORPORATION
OF
BOE-TY'S ADVENTURE KAYAK ECOTOURS, INC.

FILED
00 APR 17 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Preamble

We hereby associate ourselves together for the purpose of constituting a business, to operate in accordance with the laws of a profit corporation form, pursuant to Chapter 617, Florida Statutes, and all other applicable provisions of Statutes of the State of Florida relative to corporations for profit; and we hereby covenant and agree as follows:

ARTICLE I - NAME

The name of such corporation shall be BOE-TY'S ADVENTURE KAYAK ECOTOURS, INC., and it is sometimes referred to hereinafter as the Corporation.

ARTICLE II - CORPORATE DURATION AND PRINCIPAL OFFICE

The Corporation's existence shall be perpetual. The Corporations's existence shall commence on the date and time of filing of the Articles of Incorporation with the Department of State. The principal place of business/ mailing address is 1150 Cleveland Street, Suite 400, Clearwater, Florida 33755.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are:

1. To engage in the business of ecotourism in the State of Florida
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the Corporation, by advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITALIZATION AND SHARES

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000). Such shares shall be of single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The initial registered agent and the initial registered office of the Corporation shall be:

Tyrone Zdravko, Esq., 1150 Cleveland Street, Suite 400,
Clearwater, Florida 33755

ARTICLE VI - DIRECTORS

The number of directors constituting the initial board of directors of the Corporation is two (2). The manner in which the Directors are elected is as stated in the Bylaws. The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Frederick B. Rushing	459 Main Street, Apt. A Dunedin, Florida 34698
Tyrone Zdravko	1150 Cleveland Street Suite 400 Clearwater, Florida 33755

ARTICLE VII - INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Frederick B. Rushing	459 Main Street, Apt. A Dunedin, Florida 34698
Tyrone Zdravko	1150 Cleveland Street Suite 400 Clearwater, Florida 33755

ARTICLE VIII - AMENDMENT OF ARTICLES OF INCORPORATION

The Board of Directors may adopt and amend from time to time the Articles of Incorporation as it deems advisable.

IN WITNESS WHEREOF, and in certification of which, the undersigned has hereunder set his hand on this 10 day of April, 2000.

Witness

Karen Robertson
KAREN ROBERTSON
Print Name

Jannine Bush
Jannine Bush
Print Name

INCORPORATOR:

FREDERICK B. RUSHING

FILED

00 APR 17 AM 7:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Karen Robertson
KAREN ROBERTSON

Print Name

Jannine Bush
Jannine Bush

Print Name

Tyrone Zdravko
TYRONE ZDRAVKO

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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, and I accept the duties and obligations of §617.050, Florida Statutes.

Tyrone Zdravko
TYRONE ZDRAVKO

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10 day of April, 2000, by Tyrone Zdravko, who is personally known to me or who has produced _____ as identification.

[Notarial



Beth A. Wolf
MY COMMISSION # CC859324 EXPIRES
November 13, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

Beth A. Wolf
Notary Public