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Law Offices of
Henry M. Andreasen, Jr., P.A.

12811 Kenwood Lane, Suite 113
Fort Myers, Florida 33907

Telephone (941) 275-6997
Facsimile (941) 275-8187

August 3, 2000

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*****78.75 *****78.75

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

Re: Scorekeeper, Inc. of Southwest Florida

Dear Madam or Sir:

Enclosed for filing in the Division of Corporations are the following documents

1. Articles of Incorporation for the referenced corporation.
2. Designation of Registered Agent for the referenced corporation.
3. One extra copy of Articles to be stamped and returned to my office.

Enclosed is my check in the amount of \$78.75 for the filing fee for the articles and designation of registered agent.

Thank you for your attention to this matter.

Yours truly,



Henry M. Andreasen, Jr.

HMA/

Enclosure

FILED
00 AUG -4 AM 10:48
TALLAHASSEE, FLORIDA

T. Burch AUG 9 2000

**ARTICLES OF INCORPORATION
OF
SCOREKEEPER, INC. OF SOUTHWEST FLORIDA**

FILED
00 AUG -4 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation shall be SCOREKEEPER, INC. OF SOUTHWEST FLORIDA.

ARTICLE TWO

CORPORATE DURATION

The corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE THREE

PURPOSE OF CORPORATION

The general purposes for which the corporation is organized are:

1. To engage in the business of charter fishing and recreational boating excursions and tours.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

OFFICE

The principal office of the corporation shall be located at 11866 Metro Parkway, Fort Myers, Florida 33912, and its mailing address shall be the same.

ARTICLE FIVE

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100,000. The shares shall be of a single class, and shall have a par value of 01/100 Dollars (\$.01) per share.

ARTICLE SIX

SHAREHOLDER'S PREEMPTIVE RIGHTS

Each shareholder shall have the right to maintain their fixed percentage of ownership in the corporation by purchasing their proportionate share of any new stock issued by the corporation. Shares may be subject to other transfer restrictions, such as first rights of refusal, or options to purchase, as the corporation may subsequently impose.

ARTICLE SEVEN

S CORPORATION ELECTION

It is the intent of the Incorporator that the corporation qualify as an S corporation under Section 1361, of the Internal Revenue Code and that such actions be taken by the appropriate officers of the corporation to accomplish the compliance. The corporation shall continue its business operations as an S corporation until such time as the board of directors or shareholders of the corporation elect otherwise.

ARTICLE EIGHT

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 12811 Kenwood Lane, Suite 113, Fort Myers, Florida 33907, and the name of its initial registered agent at that address is Henry M. Andreasen, Jr.

ARTICLE NINE

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
James C. Thomas	11866 Metro Parkway, Fort Myers, Florida 33912
Teri Thomas	11866 Metro Parkway, Fort Myers, Florida 33912

ARTICLE TEN
INCORPORATORS

The name and address of each incorporator of the corporation is:

Name	Address
James C. Thomas	11866 Metro Parkway, Fort Myers, Florida 33912
Teri Thomas	11866 Metro Parkway, Fort Myers, Florida 33912

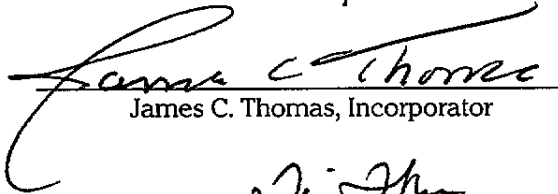

ARTICLE ELEVEN
INDEMNIFICATION

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE TWELVE
AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, by a majority vote of the board of directors, and any right conferred upon the shareholders of the corporation is subject to this reservation.

Executed by the undersigned at Fort Myers, Florida, on July 12, 2000.


James C. Thomas, Incorporator

Teri Thomas, Incorporator

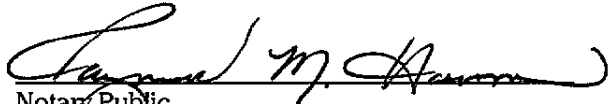
STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 12th day of July, 2000, by JAMES C. THOMAS who is personally known to me or who has produced _____

as identification and who did take an oath.

RAYMOND M. HANSON
Notary Public - State of Florida
My Commission Expires Jan 5, 2001
Commission # CC611531

My Commission Expires: 1-5-01

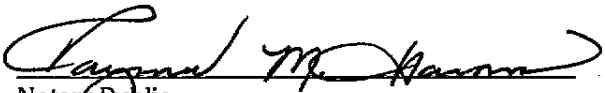

Notary Public
Printed Name of Notary: RAYMOND M. HANSON
CC611531
Notary Commission No:

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 12th day of July, 2000, by TERI THOMAS who is personally known to me or who has produced as identification and who did take an oath.

RAYMOND M. HANSON
Notary Public - State of Florida
My Commission Expires Jan 5, 2001
Commission # CC611531

My Commission Expires: 1-5-01


Notary Public
Printed Name of Notary: RAYMOND M. HANSON
CC611531
Notary Commission No:

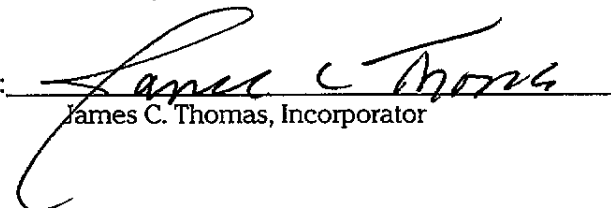
CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is:
SCOREKEEPER, INC. OF SOUTHWEST FLORIDA
2. The name and street address of the registered agent and office is:
Henry M. Andreasen, Jr.
12811 Kenwood Lane, Suite 113
Fort Myers, Florida 33907

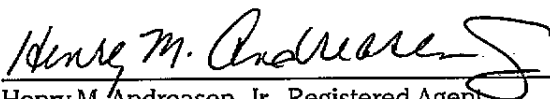
Dated: July 12, 2000.

SCOREKEEPER, INC. OF SOUTHWEST FLORIDA

By: 
James C. Thomas, Incorporator

By: 
Teri Thomas, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.


Henry M. Andreasen, Jr., Registered Agent