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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
Account Number : 075350000353
Phone : (212) 431-5000
Fax Number : (212) 431-1441

FLORIDA PROFIT CORPORATION OR P.A.

ADRI'S BEACH SERVICES & WATER SPORTS, INC.

Certificate of Status	0
Certified Copy	0
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Timothy C. Campbell, Esq.
Bennett, Campbell & Bennett, P.A.
112 East 3rd Court
Panama City, Florida 32401
(850) 763-8466

FILED
01 MAR -7 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADRI'S BEACH SERVICES & WATER SPORTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE I. NAME**

The name of this corporation shall be:

ADRI'S BEACH SERVICES & WATER SPORTS, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the State of Florida, Department of State, Division of Corporations.

This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of completing all aspects of running a beach service and water sport activity company and shall engage in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

ADRI PENDER
P. O. Box 18671
Panama City Beach, FL 32417

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ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

OFFICE ADDRESS: 11212 Front Beach Road, W-504
Panama City Beach, FL 32413

MAILING ADDRESS: P. O. Box 18671
Panama City Beach, FL 32417

The name and address of the individual who shall serve as this corporation's initial registered agent is:

JOHN L. FISHEL
209 East 4th Street
Panama City, Florida 32401

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

ADRIS PENDER
P. O. Box 18671
Panama City Beach, FL 32417

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XII. SECTION 1244 STOCK

Since the provisions of Section 1244 of the Internal Revenue Code permit ordinary loss

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treatment, when the holder of Section 1244 Stock sells or exchanges such stock at a loss, or when such stock becomes worthless, a plan to issue Section 1244 Stock is adopted, effective as of this date. Under this plan, this corporation is authorized to offer and issue all of its authorized common stock on or subsequent to this date and before one day less than two years from this date, or before the date when this corporation shall make a subsequent offering of any stock, whichever occurs first. During the above period, this corporation shall offer and issue only the shares of common stock offered hereunder. The maximum amount to be received by this corporation, in consideration of the common stock to be issued pursuant to this plan, shall be \$1,000,000.00, and the common stock shall be issued only for money and other property (other than stock securities). The officers of this corporation are hereby authorized, empowered, and directed to do and perform any and all acts necessary to carry out this plan and to qualify the common stock offered and issued under it as "small business stock", as the term is defined in the Internal Revenue Code and the regulations issued thereunder.


ADRI SPENDER-Incorporator

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REGISTERED AGENT ACKNOWLEDGMENT

I hereby accept my designation as registered agent and agree to serve as the registered agent of **ADRIS' BEACH SERVICES & WATER SPORTS, INC.** . I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **ADRIS' BEACH SERVICES & WATER SPORTS, INC.**

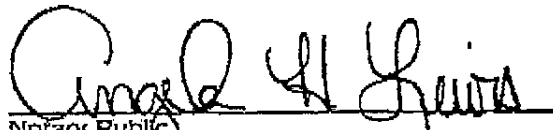


JOHN L. FISHEL - Registered Agent

State of Florida

County Of Bay

On this the 15 of February, 2001, John L. Fishel, designated above as the individual who shall serve as this corporation's initial registered agent appeared before me and signed and acknowledged signing as the registered agent in these Articles Of Incorporation of **ADRIS' BEACH SERVICES & WATER SPORTS, INC.**



Notary Public

Commission Expiration Date:



Angela H. Lewis
MY COMMISSION # CC720208 EXPIRES
May 24, 2002
BONDED THRU TITUS FARM INSURANCE, INC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAR - 7 AM 10:30

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