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April 23, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/26/01--01086--010
****122.50 ****78.75

Via Regular Mail

Reference: LARCODILE AMPHIBIOUS TOURS, INC.

Dear Sir or Madam,

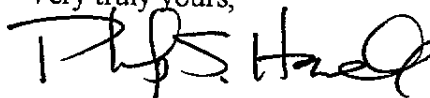
Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50, computed as follows:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	\$ 35.00

Total	\$122.50
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Please certify the copy of the articles and return it to my office at the address provided above. Thank you for your assistance in this matter

Very truly yours,



PHILLIP S. HOWELL

PSH/ps
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
LARCODILE AMPHIBIOUS TOURS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following articles of incorporation:

ARTICLE ONE

NAME

The name of the corporation is LARCODILE AMPHIBIOUS TOURS, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares of common stock.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Every shareholder upon the sale for cash of any new stock of this corporation, of the same kind, class or series as that which he already holds, has the right to purchase his pro-rata share at the price at which it is offered to others. In the event that a shareholder desires to sell his shares in the company, he shall first offer the shares to the other shareholders in writing, at the existing market value.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 7709 West Jackson Street, Pensacola, Florida 32506, and the name of its initial registered agent at such address is James Sasnett. The mailing address is the same.

ARTICLE SEVEN

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The names and addresses of the initial directors are:

JAMES SASNETT
President

7709 West Jackson Street
Pensacola, Florida 32506

Karen Sasnett
Secretary

9157 Highway 89
Jay, Florida 32565

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator is:

JAMES SASNETT
President

7709 West Jackson Street
Pensacola, Florida 32506

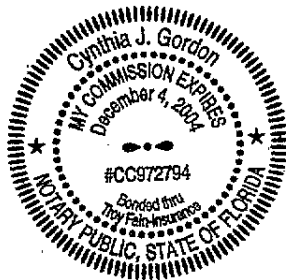
IN WITNESS WHEREOF, I have subscribed my name this ____ day of April, 2001.


JAMES SASNETT
INCORPORATOR

**STATE OF FLORIDA
COUNTY OF ESCAMBIA**

Before me personally appeared JAMES SASNETT, to me well known and known to me to be the persons described in and who executed the foregoing instrument upon oath and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 23rd day of April 2001.



Cynthia J. Gordon
NOTARY PUBLIC
My Commission Expires: 12-04-04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY RESIDENT AGENT

I CERTIFY THAT I am a permanent resident of Escambia County, Florida, doing business at the registered office at 7709 West Jackson Street, Pensacola, Florida 32506. I hereby accept the foregoing designation as Resident Agent.

Dated at Pensacola, Escambia County, Florida, on this 23rd day of April, 2001.

James A. Sasnett
JAMES SASNETT
RESIDENT AGENT