

PO1001052894

BLAISE PICCHI, P.A.
ATTORNEY AT LAW

TELEPHONE (954) 462-0190

SUITE 205 • NORTHMARK BUILDING • 33 NORTHEAST 2ND STREET • FORT LAUDERDALE, FLORIDA 33301

May 16, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900004273299--1
-05/21/01--01090--025
*****78.75 *****78.75

Re: Incorporation of NAUTICAL DIVERSIONS, INC.

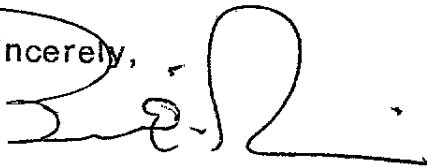
Enclosed please find our check in the amount of \$78.75 for the filing fee of the above corporation. Also enclosed you will find the original and one copy of the Articles of Incorporation along with the Designation and Acceptance of the Registered Agent to that corporation.

Please return a certified copy of the articles of incorporation along with a receipt to our office at your earliest convenience.

Should there be any irregularity in this filing please contact our office by telephone, collect, to give us an opportunity to correct before returning the documents.

Your cooperation and assistance is appreciated.

Sincerely,



Blaise Picchi

BP/dw
encls:

FILED
01 MAY 21 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Blaise Picchi GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. 4
DATE 5/29/01
LOC. EXAM Doris Brewer

D. BROWN MAY 29 2001

ARTICLES OF INCORPORATION
OF
NAUTICAL DIVERSIONS, INCORPORATED

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

ARTICLE I. CORPORATE NAME.

The name of the corporation is NAUTICAL DIVERSIONS, INCORPORATED.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

CAROLE KORN
Suite 5
40 Hendricks Isle
Fort Lauderdale, Florida 33301

The Stockholders may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI. STOCKHOLDER MANAGEMENT.

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction of the stockholders.

ARTICLE VII. SUBCHAPTER S CORPORATION

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

CAROLE KORN
Suite 5

FILED
01 MAY 21 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

40 Hendricks Isle
Fort Lauderdale, Florida 33301

ARTICLE IX. AMENDMENT.

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds vote of the common stock.

ARTICLE X. PRE-EMPTIVE RIGHTS

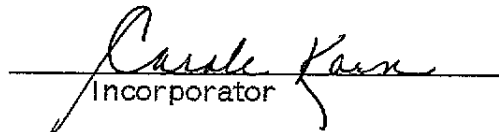
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Stockholders, such as the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

ARTICLE XI. STOCKHOLDERS' MEETING - PARTICULAR ACTIONS

The following actions shall require the affirmative vote or written consent of the holders of at least two-thirds of the shares of outstanding stock in the corporation:

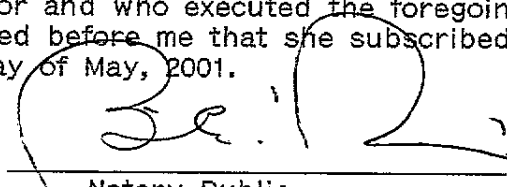
1. Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class of stock.
2. Merger or consolidation with or into any other corporation, or the sale, lease, mortgage, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

IN WITNESS WHEREOF, the undersigned, a Incorporator, has executed the foregoing Articles of Incorporation on this 16 day of May, 2001.


Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public, personally appeared CAROLE KORN, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to the Articles of Incorporation on the 16 day of May, 2001.


Notary Public
State of Florida at Large

My commission Expires:



Blaise Picchi
MY COMMISSION # CC947835 EXPIRES
June 22, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS
DESIGNATING REGISTERED AGENT; ACCEPTANCE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That NAUTICAL DIVERSIONS, INCORPORATED, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at:

SUITE 231
2400 EAST LAS OLAS BLVD.
FORT LAUDERDALE, FLORIDA 33301

County of Broward, State of Florida; and

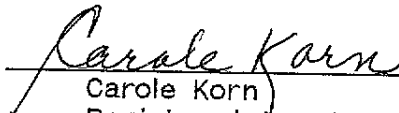
That it has named the following person as its agent to accept service of process within this state at the address stated below:

CAROLE KORN
Suite 5
40 Hendricks Isle
Fort Lauderdale, Florida 33301

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to the proper and complete performance of his/her duties and that he/she is familiar with and accepts the obligations of his position as registered agent.

Dated this 16 day of May, 2001.


Carole Korn
Registered Agent

FILED
01 MAY 21 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA