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Sullivan & Garner, LLP ATTORNEYS at LAW

*A Limited Liability Partnership
including Prof. Assoc.*

M & I Building, Pelican Bay
800 Laurel Oak Drive, Suite 303
Naples, Florida 34108
Tel: (941) 262-6118
Fax : (941) 598-4732

John L. Sullivan, Jr., Esq.
Board Certified, Wills, Trusts
& Estates Attorney
Master of Laws in Taxation

John A. Garner, Esq.
Master of Laws in Taxation

June 4, 2001

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

300004375763--9
-06/07/01--01078--008
*****78.75 *****78.75

Re: Blue Sky Watersports, Inc.

Dear Sir or Madame:

Enclosed you will find two originals of the Articles of Incorporation for Blue Sky Watersports, Inc.

Please file this document as provided by law and return to the undersigned the enclosed copy as well as the Certificate of Incorporation.

Also enclosed is a check in the amount of \$78.75 representing the filing fee for this corporation.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,


John A. Garner

JAG/

Enclosures

c: William S. Hewitt

01 JUN -7 AM 7:52
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
D. WHITE JUN 12 2001 4✓

Articles of Incorporation
of
Blue Sky Watersports, Inc.

FILED
01 JUN -7 AM 7:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
CORPORATE NAME

The name of this Corporation is: Blue Sky Watersports, Inc.

ARTICLE II
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 10,000 common shares with a par value of \$0.10 each. Common shares shall be the only class of shares which this Corporation shall have authority to issue.

ARTICLE III
INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
John A. Garner	Suite 303 800 Laurel Oak Drive Naples, FL 34108


ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: Suite 303, 800 Laurel Oak Drive, Naples, Florida 34108, and the name of the initial registered agent of this Corporation at that address is: John A. Garner

ARTICLE V
PRINCIPAL OFFICE

The address of the principal office of this Corporation shall be Suite 303, 800 Laurel Oak Drive, Naples, Florida 34108.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on June 4, 2001.



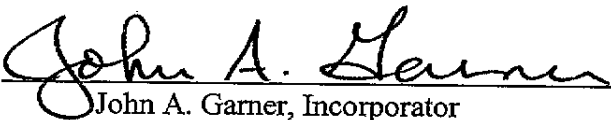
John A. Garner, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, AND SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

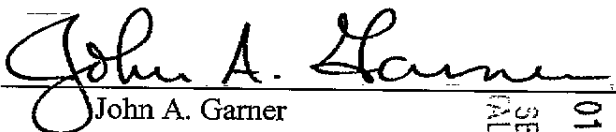
Blue Sky Watersports, Inc. desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business located at Suite 303, 800 Laurel Oak Drive, Naples,
Florida 34108, has named John A. Garner, located at Suite 303, 800 Laurel Oak Drive, Naples,
Florida 34108, as its agent to accept service of process within Florida.

Dated: June 4, 2001.


John A. Garner, Incorporator

Having been named to accept service of process for the above-stated corporation, at the
place designated in this Certificate, John A. Garner, hereby agrees to comply with the provisions
of all statutes relative to the proper and complete performance of its duties.

Dated: June 4, 2001.


John A. Garner

FILED
01 JUN -7 AM 7:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA