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

June 18, 2001

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

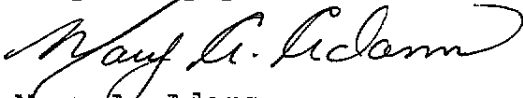
RE: Airboat Adventures, Inc.

Dear Sir or Madam:

Relative to the above-mentioned corporation enclosed please find Articles of Incorporation together with a copy. Also enclosed is a check in the sum of \$78.75 representing the filing fee in this regard.

Should you have any questions relative to this matter, please do not hesitate to contact this office.

Very truly yours,



Mary A. Adams
Legal Assistant

MAA
enclosure(s)

FILED
01 JUN 20 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FL 32314

6-22-01
WC

ARTICLES OF INCORPORATION
OF
AIRBOAT ADVENTURES, INC.
A NEW FLORIDA CORPORATION

FILED
01 JUN 20 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is: AIRBOAT ADVENTURES, INC., a new Florida Corporation. The mailing and business address of the corporation is: 2440 Golden Gate Blvd. West, Naples, FL 33117.

ARTICLE II

The general nature of the business is airboat tours.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal par value of \$1.00 per share. Additional shares may not be issued and all shares must be issued within two years of the date of incorporation, Shares shall consist of one class only.

ARTICLE IV

The amount of capital with which the corporation will begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall exist perpetually.

ARTICLE VI

The street address of the initial registered office of this corporation is 985 N. Collier Blvd., Marco Island, FL 34145 and the name of its initial Resident Agent is RONALD S. WEBSTER.

ARTICLE VII

The business of this corporation shall be managed by the stockholders rather than by a Board of Director.

The stockholders shall be deemed directors and shall be subject to the liabilities of directors. Any action required of directors may be taken by the stockholders pursuant to law. Each shareholder shall have one vote per share of stock.

ARTICLE VIII

The initial subscriber, incorporator and officer is:

ROBERT REED RIVERS
2440 Golden Gate Blvd.
Naples, FL 33117

President,
Secretary, Treasurer
Subscriber and
Shareholder

ARTICLE IX

The stock of the corporation shall bear a restrictive legend which shall require an offering to the other stockholders before sale to a third person.

ARTICLE X

These Articles may be amended only by a unanimous consent of the stockholder.

ARTICLE XI

The stockholder may enact By-Laws, if desired, or may enter into written agreements as to the conduct of certain affairs of the corporation.

A handwritten signature in cursive script, appearing to read "Robert Reed Rivers", is written over a horizontal line.

ROBERT REED RIVERS
President, Secretary,
Treasurer, Subscriber and
Shareholder

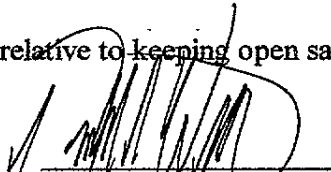
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said act.

First---That ~~AIRBOAT~~ ADVENTURES, INC., a new Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Marco Island, County of Collier, State of Florida, has named RONALD S. WEBSTER, with offices located at Royal Palm Mall, 985 N. Collier Boulevard, Marco Island, County of Collier, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to ~~keeping open~~ said office.



Ronald S. Webster
Resident Agent

FILED
01 JUN 20 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FL 32399