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ROBERT J. JONES, P.A.
ATTORNEY AND COUNSELOR AT LAW

ALSO ADMITTED IN TENNESSEE
CERTIFIED CIVIL CIRCUIT MEDIATOR
REGISTERED PROFESSIONAL ENGINEER
AMERICAN ARBITRATION ASSOCIATION
MEMBER, PANEL OF NEUTRALS

6500 CENTRAL AVENUE
ST. PETERSBURG, FL 33707
TELEPHONE (727) 344-6555
FAX (727) 345-1368

February 26, 2002

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314

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-03/04/02--01046--020
*****78.75 *****78.75

RE: ARTICLES OF INCORPORATION FOR:
CANOE INVESTMENTS, INC.

Dear Madam or Sir:

Enclosed is the original and one copy of the Articles of Incorporation for CANOE INVESTMENTS, INC.

Also enclosed is our check payable to the Secretary of State for \$78.75 for the filing fee.

Please return your stamped acceptance of these Articles and Assignment of Charter number to the address listed above.

If you should have any questions, please feel free to contact my office at (727) 344-6555.

Sincerely,

Robert J. Jones
Robert J. Jones

RJJ/mb

Enclosures

FILED
02 MAR -4 PM 1:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
CANOE INVESTMENTS, INC.

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ARTICLE I. CORPORATE NAME.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The name of this corporation shall be CANOE INVESTMENTS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation shall be 6500 Central Avenue, St. Petersburg, FL 33707.

ARTICLE III. PURPOSE.

The specific purpose for which the corporation is organized is for the investment in ownership of land, the operation of businesses for livery and rental of paddle-driven boats of all kinds, and any other legitimate business purpose permitted under the laws of Florida.

ARTICLE IV. MANNER OF ELECTION.

The manner in which the Directors are elected or appointed is by a majority vote of the founding Directors.

ARTICLE V. INITIAL DIRECTORS/OFFICERS.

The initial Directors and Officers shall be:

ROBERT J. JONES, President and Incorporator
WILLIAM JEFFREY CARNES, Secretary
EDITH MARY STEWART
MARY CAMERON JONES

ARTICLE VI. NAME AND ADDRESS OF REGISTERED AGENT

The name and address of the initial Registered Agent is:

BARRY M. STEAGALL, Esquire, Registered Agent
6500 Central Avenue
St. Petersburg, FL 33707

ARTICLE VII. NAME AND ADDRESS OF INCORPORATOR.

The name and address of the Incorporator to these articles of incorporation is:

ROBERT J. JONES, Incorporator
7909 Garden Drive N.
St. Petersburg, FL 33710

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have THREE (3) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be fewer than three directors nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

ROBERT J. JONES
6500 Central Avenue
St. Petersburg, FL 33707

WILLIAM JEFFREY CARNES
6018 FLORA VISTA AVE.
TAMPA, FL 33604

EDITH MARY STEWART
3633 WOODHILL DRIVE
BRANDON, FL 33511

MARY CAMERON JONES
7909 GARDEN DRIVE, NORTH
ST. PETERSBURG, FL 33710

The directors shall be elected annually at a duly-called meeting of the Board of Directors and shall be elected by a majority vote.

The undersigned has executed these articles of incorporation on March 1, 2002.

l.s.

Robert J. Jones
ROBERT J. JONES
Incorporator

In the presence of:

Darryl M. Skaggs
First Witness

of Redington Beach, Florida

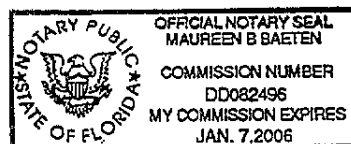
Jana Homman
Second Witness

of St. Petersburg, Florida

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared ROBERT J. JONES, to me known or identified by Florida Drivers License No. _____ to be the person described in, and who executed the foregoing instrument as the INCORPORATOR, and she acknowledged and did take oath before me that she executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 1st day of March, 2002.



Maureen B. Baeten
NOTARY PUBLIC
My commission expires : 1-7-06

ACCEPTANCE BY THE REGISTERED AGENT

I, BARRY M. STEAGALL, Esquire, 6500 Central Avenue, St. Petersburg, Florida 33707, do hereby accept appointment as Registered Agent of CANOE INVESTMENTS, INC., together with the duties and responsibilities attaching to such appointment.

Barry M. Steagall
BARRY M. STEAGALL, Esquire

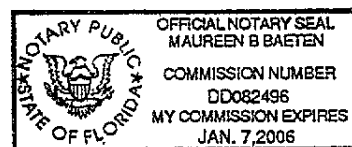
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the aforesaid state and county to take oaths and acknowledgments, personally appeared BARRY M. STEAGALL, Esquire, to me personally known to be the person described in, and who executed the foregoing instrument, and he acknowledged and did take oath before me that he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL in the county and state aforesaid this 1st day of March, 2002.

Maureen B. Baeten
NOTARY PUBLIC

My commission expires: 1-7-06



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