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NICKLAUS & NICKLAUS

ATTORNEYS AT LAW

DEBORAH L. NICKLAUS

April 4, 2002

H. GREGG NICKLAUS

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

000005206120--7
-04/08/02--01079--022
*****87.50 *****87.50

Re: SAND KEY WATERSPORTS, INC.

Dear Sirs,

Enclosed please find the Articles of Incorporation and Certificate of Designation (originals and copies) for SAND KEY WATERSPORTS, INC.

In addition, I have enclosed a check in the amount of Eighty Seven & 50/100 (\$87.50) Dollars, for the following costs:

Filing Fee:	\$ 35.00
Registered Agent Fee:	\$ 35.00
Certificate of Incorporation:	8.75
Certified Copy of Articles of Incorporation	8.75
Total	\$ 87.50

EFFECTIVE DATE
04-05-02

Please issue the Certificate of Incorporation and return it to this office along with a certified copy of the Articles of Incorporation at your earliest convenience.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,


Deborah L. Nicklaus

DLN:dlp
Enclosures

g 4/15

ARTICLES OF INCORPORATION
OF
SAND KEY WATERSPORTS, INC.

FILED
02 APR -8 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

FIRST: The name of the corporation is SAND KEY WATESPORTS, INC.

SECOND: The corporation shall have perpetual existence, commencing as of April 5, 2002.

THIRD: This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

FOURTH: The corporation is authorized to issue a total of five hundred (500) shares, all of which shall be common shares and shall have a par value of One Dollar (\$1.00) per share.

EFFECTIVE DATE

04-05-02

FIFTH: The shareholders of the corporation shall have a preemptive right to subscribe to any or all additional issues of the stock of the corporation.

SIXTH: The street address of the initial registered office of the corporation is 255 Dolphin Point Road, #504, Clearwater, FL 33767, and the name of the initial registered agent at that address is Ronald Roberts.

The address of the principal place of business of the corporation is 255 Dolphin Point Road, #504, Clearwater, FL 33767.

SEVENTH: The business and affairs of the corporation shall be managed by a Board of Directors, which may be increased or decreased from time to time in the Bylaws, but shall never be less than one (1). The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follow:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Ronald Roberts	255 Dolphin Point Road #504 Clearwater, FL 33767	Director

EIGHTH: The names and post office addresses of the officers of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Ronald Roberts	255 Dolphin Point Road #504 Clearwater, FL 33767	President Secretary/Treasurer

NINTH: The name and post office address of each incorporator of the Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald Roberts	255 Dolphin Point Road #504 Clearwater, FL 33767

TENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at the shareholders' meeting by a majority of the stock entitled to vote thereon.

ELEVENTH: The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by the shareholders.

TWELFTH: The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement, without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

IN WITNESS WHEREOF, we the undersigned incorporators of this corporation have executed these Articles of Incorporation at St. Petersburg, Florida, this 5th day of April, 2002.



Ronald Roberts, Incorporator

STATE OF FLORIDA :
COUNTY OF PINELLAS:

BEFORE ME, the undersigned authority, this day personally appeared Ronald Roberts, who is personally known to me to be the individual who executed the foregoing

Articles of Incorporation, and having by me first been duly sworn severally says that the matters set forth in said Articles are true.

WITNESS my hand and official seal this 5th day of April, 2002.



Notary Public

State of Florida at Large

Print Name: _____ Deborah L. Nicklaus

Commission Number _____ My Commission CC840538

Commission Expires: _____ Expires July 11, 2003

CERTIFICATION OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is SAND KEY WATERSPORTS, INC.
2. The name and address of the registered agent and office of the Corporation is:

RONALD ROBERTS
255 Dolphin Point Road
#504
Clearwater, FL 33767

Signed:


Ronald Roberts, President

02 APR -8 PM 4:19
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Date: 4/5/02

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 
Ronald Roberts

Date: 04/05/02