

PO30000 33923

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

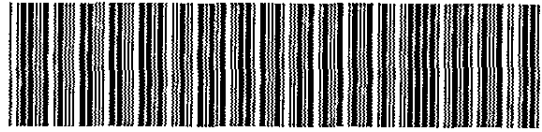
(Business Entity Name)

(Document Number)

Certified Copies Certificates of Status

Special Instructions to Filing Officer:

Office Use Only



900014251999

03/21/03--01011--010 **122.50

FILED
03 MAR 20 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-25-03

TRANSMITTAL LETTER

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

SUBJECT: ACE WATERSPORTS, INC.
(Proposed Corporate Name)

Enclosed is an original and One (1) copy of the Articles of Incorporation and a check for:

___ \$70.00 ___\$78.75 XX \$122.50 ___\$131.25

FROM: Bruce D. Schwartz, Esquire
Name

600 S.W. 4th Avenue, Suite # 104
Address

Ft. Lauderdale, Florida 33315
City, State, & Zip Code

(954) 467 - 0330
Daytime Telephone Number

ARTICLES OF INCORPORATION
OF
ACE WATERSPORTS, INC.

FILED
03 MAR 20 PM 3: 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST. The name of the Corporation is Ace Watersports, Inc., the location of the Corporation is 940 Kienas Road, Kalispell, Montana 59901.

SECOND. It's registered office in the State of Florida is to be located at 118 E. Central Boulevard, in the City of Lantana, County of Palm Beach. The registered agent in charge thereof is Stuart Rasmussen at 118 E. Central Boulevard, Lantana, Florida 33462.

THIRD. The nature of the business and objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, in any part of the world, viz:

- (1) Transact any and all lawful business.
- (2) Said Corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with the laws of the State of Florida;

To purchase, take, receive, subscribe for, or otherwise acquire, hold, own, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interest in, or

obligations or, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or in direct obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct business, carry on its operations, and have offices and exercise the powers granted by this act within and/or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of its directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers which are necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by state law.

FOURTH. CAPITALIZATION (Check the appropriate block and complete the capitalization method.)

XXX The corporation shall have the authority to issue Ten Thousand (10,000) Shares of Common Stock, each share to have No Par Value. The shares may be issued for the consideration expressed in dollars, or as may be fixed from time to time by the Board of Directors.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

FIFTH. The names and mailing addresses of each of the incorporators are as follows:

NAME	POST OFFICE ADDRESSES
Gay Ann Caldbeck (Name)	Post Office Box 7697 (Address) Kalispell, Montana 59904 (City/State/Zip)
Ronald Caldbeck (Name)	Post Office Box 7697 (Address) Kalispell, Montana 59904 (City/State/Zip)

SIXTH. This Corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.


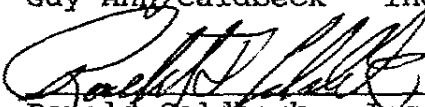
SEVENTH. The initial Board of Directors shall consist of TWO (2) directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one.

The original Board of Directors shall consist of

NAME	POST OFFICE ADDRESSES
Gay Ann Caldbeck	Post Office Box 7697 Kalispell, Montana 59904
Ronald Caldbeck	Post Office Box 7697 Kalispell, Montana 59904

EIGHTH. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

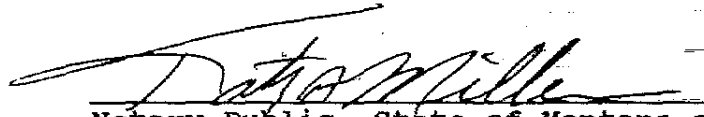
IN WITNESS OF THE FOREGOING, the undersigned incorporator(s) has executed these Articles of Incorporation this 13 day of MARCH, 2003.


Gay Ann Caldbeck - Incorporator

Ronald Caldbeck - Incorporator

STATE OF MONTANA
COUNTY OF Flathead

I HEREBY CERTIFY that on this 13 day of March, 2003, personally appeared before me, Gay Ann Caldbeck and Ronald Caldbeck and they acknowledged before me that they have executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS THEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.


Notary Public, State of Montana at Large

Commission Number
1/6/04

Commission Expiration Date

FILED
03 MAR 20 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Ace Watersports, Inc.
2. The name and address of registered agent and office is:

Stuart Rasmussen 118 E. Central Boulevard
Lantana, Florida 33462

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 a registered agent.


Stuart Rasmussen - Registered Agent