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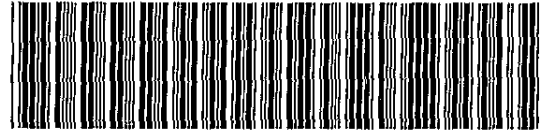
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓

ajf/p

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cleaverwater Excursions Corporation

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

**ARTICLES OF INCORPORATION
OF
CLEARWATER EXCURSIONS CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name and Address

The name of this corporation is CLEARWATER EXCURSIONS CORPORATION, whose place of business is located at 1230 S Myrtle Ave., Suite 101, Clearwater, FL, Pinellas County, Florida 33756.

ARTICLE II
Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III
Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Capital Stock

This corporation is authorized to issue 1,000 shares at One and No/100 Dollars (\$1.00) par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V
Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Initial Registered Office and Agent

The name of the initial Registered Agent of this corporation is ROBERT C. DICKINSON III, and the address of the initial Registered Office of this corporation is 1230 S. Myrtle Ave., Suite 101, Clearwater, Florida 33756.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have one (2) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the director(s) and officers of this corporation is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
John J. Cohee	1230 S. Myrtle Ave., Suite 101 Clearwater, FL 33756	President / Secretary/Treasurer

ARTICLE VIII
Incorporator

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>	<u>Office</u>
John J. Cohee	1230 S. Myrtle Ave., Suite 101 Clearwater, FL 33756	President / Secretary/Treasurer

ARTICLE IX
By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent, (51%), of the issued shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII
Amendment

This corporation reserves the right, by a majority vote of shareholders, to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16 day of September, 2003.



John J. Cohee,
CLEARWATER EXCURSIONS CORPORATION

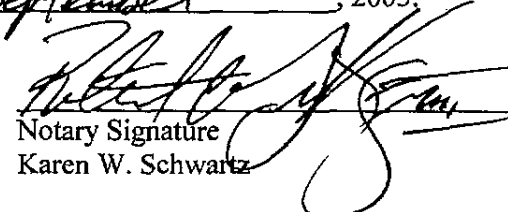
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared John J. Cohee, who represented himself to be the Secretary / Treasurer / Director of CLEARWATER EXCURSIONS CORPORATION, to be the person who executed the foregoing Articles of Incorporation who is personally known to me or who has produced _____ as identification and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of September, 2003.



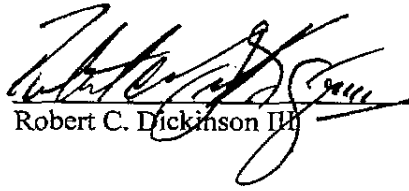
Robert C. Dickinson, III
MY COMMISSION # DD067397 EXPIRES
February 25, 2006
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Signature
Karen W. Schwartz

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT
ACKNOWLEDGMENT:

Having been named to accept services for process for COMPANY NAME at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


Robert C. Dickinson III

STATE OF FLORIDA
COUNTY OF PINELLAS


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03 SEP 26 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared Robert C. Dickinson III, who represented himself to be the Resident Agent of CLEARWATER EXCURSIONS CORPORATION, to be the person who executed the foregoing Articles of Incorporation who is personally known to me and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of September, 2003.



Karen W. Schwartz
Commission # DD 040935
Expires July 10, 2005
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Signature
Karen W. Schwartz