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LAW OFFICES  
**SCOTT J. PERDIGON, P.A.**

One Datan Center  
PH-2 • Suite 1802  
9100 South Dadeland Boulevard  
Miami, Florida 33156  
...

(305) 670-3707  
Facsimile: (305) 670-3711

SCOTT J. PERDIGON  
JESSICA FRANK

E-Mail: [sperdi@perdigonlaw.com](mailto:sperdi@perdigonlaw.com)  
E-Mail: [jfrank@perdigonlaw.com](mailto:jfrank@perdigonlaw.com)

September 20, 2004

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**VIA OVERNIGHT DELIVERY**

**RE: American Water Sports Coconut Grove, Inc.**

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the articles of incorporation and a check \$78.75 for the filing fee and certified copy

Please return all correspondence concerning this matter to the following:

Scott J. Perdigon, Esq.  
SCOTT J. PERDIGON, P.A.  
One Datan Center  
PH 2 • Suite 1802  
9100 South Dadeland Boulevard  
Miami, Florida 33156

For further information concerning this matter, please call: Scott J. Perdigon, Esq., at (305) 670-3707.

Thank you for your attention to this matter.

Very truly yours,

SCOTT J. PERDIGON, P.A.

By: 

SCOTT J. PERDIGON

SJP/cms  
Enclosures

## **ARTICLES OF INCORPORATION**

### **ARTICLE I – NAME**

The name of this corporation is American Water Sports Coconut Grove, Inc.

### **ARTICLE II – PRINCIPAL OFFICE**

The mailing address and street address of this corporation shall be:

**Principal Office Address:**

1801 Michigan Avenue  
Miami Beach, Florida 33139

**Mailing Address:**

1801 Michigan Avenue  
Miami Beach, Florida 33139

### **ARTICLE III – PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

### **ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

### **ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is Scott J. Perdigon, P.A., One Datan Center, PH 2 • Suite 1802, 9100 South Dadeland Boulevard, Miami, Florida 33156, and the name of the initial registered agent of this corporation at that address is **Scott J. Perdigon, Esq.**

### **ARTICLE VI – INITIAL OFFICERS AND/OR DIRECTORS**

The corporation shall initially have two (2) directors to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until the earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors are:

Ronald Friedman – President  
1801 Michigan Avenue  
Miami Beach, Florida 33139

Brian Friedman – Vice-President  
1801 Michigan Avenue  
Miami Beach, Florida 33139

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#### **ARTICLE VII – INCORPORATOR**

The name and address of the Incorporator signing these Articles is:

Scott J. Perdigon, Esq.  
Scott J. Perdigon, P.A.  
One Datran Center  
PH-2 • Suite 1802  
9100 South Dadeland Boulevard  
Miami, Florida 33156

#### **ARTICLE VIII – PREEMPTIVE RIGHTS**

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

#### **ARTICLE IX – INDEMNIFICATION**

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

#### **ARTICLE X – AMENDMENT**

This corporation reserves the right 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

DATED, this 20 day of September, 2004.

Scott J. Perdigon, P.A.  
by Scott J. Perdigon, Esq.

  
\_\_\_\_\_  
Incorporator

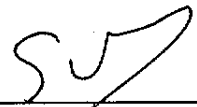
**CERTIFICATE OF DESIGNATION**

(Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.)

In compliance with Chapter 607 and/or Chapter 621, Florida Statutes, the following is submitted:

First that AMERICAN WATER SPORTS COCONUT GROVE, INC., desiring to organize or qualify under the laws of the State of Florida, has named Scott J. Perdigon, Esq., of Scott J. Perdigon, P.A., a Florida corporation, located at One Datan Center, PH-2 • Suite 1802, 9100 South Dadeland Boulevard, Miami, Florida 33156, as its agent to accept service of process within Florida.

DATED this 20 day of September, 2004.


  
\_\_\_\_\_  
Scott J. Perdigon, Esq., Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

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 agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 20 day of September, 2004.

Scott J. Perdigon, P.A.  
by Scott J. Perdigon, Esq.

  
\_\_\_\_\_  
Registered Agent's Signature

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