

LAW OFFICE
JEFFERSON F. RIDDELL, P. A.
Sun Bank Building
3400 South Tamiami Trail
Sarasota, Florida 34239

Jefferson F. Riddell
Board Certified Real Estate Lawyer

Teleph. (813)366-1300
FAX (813)366-6973

P9500005934

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

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***122.50 ***122.50

Re: O.P.S. Adventures, Inc.

Dear Sir/Madame:

Enclosed please find a check in the amount of \$122.50 in addition to one signed original and copy of the Articles of Incorporation for the above corporation. Please file these Articles of Incorporation at your earliest opportunity and return a copy to me along with the usual certification.

Please note in your records that the Annual Report is to be sent to JEFFERSON F. RIDDELL, P.A., 3400 S. Tamiami Trail, Sarasota, FL 34239.

Thank you.

Yours truly,

S. L. Duncan
Sharon L. Duncan
Legal Assistant

JFR/sld

Enclosures

cc: Kip Koelsch w/enclosure

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TALLAHASSEE, FLORIDA

Articles of Incorporation

Of

O.P.S. Adventures, Inc.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

1. Name. The name of the corporation is:

O.P.S. Adventures, Inc.

2. Principal Office. The address of the principal place of business of the corporation is:

O.P.S. Adventures, Inc.
c/o Jefferson F. Riddell, P.A.
3400 S. Tamiami Trail
Sarasota, FL 34239

and mailing address of the corporation is:

O.P.S. Adventures, Inc.
c/o Jefferson F. Riddell, P.A.
3400 S. Tamiami Trail
Sarasota, FL 34239

3. Capital Stock. The aggregate number of shares that the corporation has authority to issue is 5,000 all of which shall be common shares with a par value of \$1.00 per share.

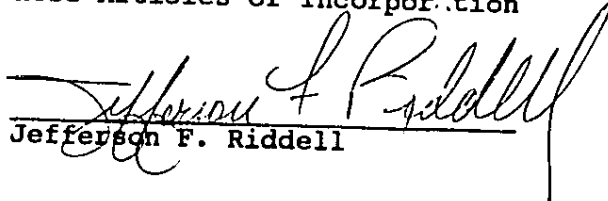
4. Initial Registered Agent and Address. The name and address of the initial Registered Agent for the corporation is:

Jefferson F. Riddell
3400 South Tamiami Trail
Sarasota, Florida 34239

5. Incorporator. The name and address of the Incorporator is:

Jefferson F. Riddell
3400 South Tamiami Trail
Sarasota, Florida 34239

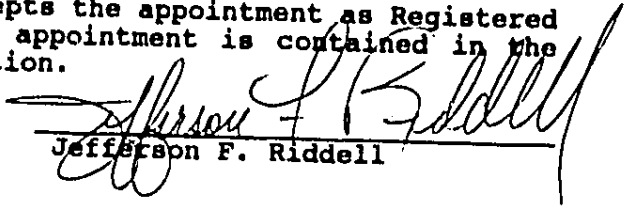
The undersigned has executed these Articles of Incorporation on January 17, 1995.


Jefferson F. Riddell

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Acceptance by Registered Agent

The undersigned hereby accepts the appointment as Registered Agent of the corporation which appointment is contained in the foregoing Articles of Incorporation.


Jefferson F. Riddell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICE
JEFFERSON F. RIDDELL, P.A.
1000 South Miami Trail
Sarasota, Florida 34239

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May 30, 1995

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

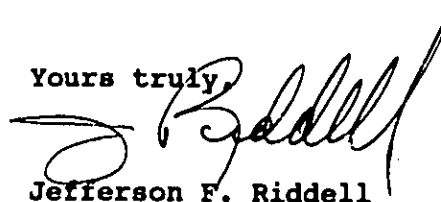
Re: PaddlePack Adventures, Inc. f/k/a O.P.S. Adventures, Inc.

Dear Sir/Madame:

Enclosed please find a check in the amount of \$35.00 in addition to one signed original and a copy of the Articles of Amendment for the above corporation. Please file these Articles of Amendment at your earliest opportunity and return a copy to me. Please use the enclosed self-addressed envelope for this purpose.

Thank you.

Yours truly,


Jefferson F. Riddell

JFR/pjc
enclosures
cc:Kip Koelsch

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ARTICLES OF AMENDMENT

of

O.P.S. Adventures, Inc.

Pursuant to Section 607.1003, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. Article 1 is amended to read (and the new name of the Corporation is) as follows:

PaddlePack Adventures, Inc.


2. The foregoing amendment was adopted by both the Shareholders and Directors on May 20, 1995. There is only one class of stock and the Shareholders unanimously approved the amendment.

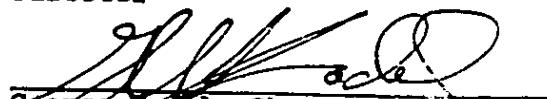
In witness whereof, I, the undersigned, have executed these Articles of Amendment on May 30, 1995.


Kip W. Koelsch, President

Consent

The undersigned, as the only Directors and/or Shareholders of PaddlePack Adventures, Inc. f/k/a O.P.S. Adventures, Inc. consent to this amendment.


Kip W. Koelsch, Shareholder & Director


George Kadel, Shareholder & Director

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