

ANDREW S. FORMAN, P.A.

807 WEST BEARSS AVE.
TAMPA, FLORIDA 33613
(813) 969-3000
FAX (813) 968-8000

January 21, 1995

Florida Dept. of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation - Warner Aquatic Resources, Inc.

Dear Sir or Madam:

Enclosed, please find Articles of Incorporation for filing, along with the appropriate filing fee. Please return a date-stamped copy to this office. Should you have any questions, please feel free to call this office.

Thank you.

Sincerely,

Sandra Windsor

Sandra Windsor for
Andrew S. Forman, P.A.

Enclosures

FILED
95 JAN 26 AM 10:33
SECRET
TALLAHASSEE, FLORIDA

T. BROWN JAN 31 1995

ARTICLES OF INCORPORATION
OF
WARNER AQUATIC RESOURCES, INC.

FILED
95 JAN 26 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be WARNER AQUATIC RESOURCES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 shares of common capital stock at ten cent (\$.10) par value per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be up to six. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

William W. Warner, 1070 Yorkshire St., Pt. Charlotte, FL 33952.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 1070 Yorkshire St., Pt. Charlotte, FL 33952.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: William W. Warner.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are: William W. Warner, 1070 Yorkshire St., Pt. Charlotte, FL 33952.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

William W. Warner
William W. Warner, - Incorporator

Date: 1/17/95

I hereby accept my designation as resident agent and agree to serve as the resident agent of WARNER AQUATIC RESOURCES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for WARNER AQUATIC RESOURCES, INC.

William W. Warner
William W. Warner, - Registered Agent

Date: 1/17/95

9500007903
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: William W. Warner EIN or SS#: _____

Address: Warner Aquatic Resources
108 S. Melville Ave
Tampa, FL 33606

Amount: \$225.00 Date Paid _____

Reason for claim: P95000007903 - duplicate filing
607 11/8/96

Certified true and correct this 5th day of November, 19 96.

Signature See Attached

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only	
Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ <u>225.00</u>	
The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. <u>97585/035</u> dated <u>05/02/96</u>	
Name of Account <u>45202130001453000000000010000</u>	
Statutory Authority for Collection <u>607</u>	
It is requested that payment be made from the following account:	
NAME OF ACCOUNT: <u>452021300014530000000022002000</u>	
Certified true and correct this _____ day of _____, 19 _____	
Department of State, Division of Corporations (Agency)	(Authorized Signature and Title)

Florida department of state
division of corporations
P.O. Box 6327
Tallahassee, FL 32314

11/5/96

Dear Mr. Sean Toner:

This letter is in reference to a \$225.00 profit corporation annual report filing fee that was over paid to the division of corporations for Warner Aquatic Resources. We received a refund notice stating the fee had been paid twice, but the notice has been misplaced. Please make \$225.00 refund check payable to William W. Warner.

Thank-You,



William W. Warner
Warner Aquatic Resources
108 S. Melville Ave
Tampa, FL 33606
(813) 230-3302

EIN 65-0661079