

HARDT & STEWART

sec stat. hr

ARTICLES OF INCORPORATION  
OF  
NAPLES ULTIMATE ADVENTURES, INC.

61910 03 33100  
M 619

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

*ARTICLE I - NAME*

The name of this corporation is: **NAPLES ULTIMATE ADVENTURES, INC.**

*ARTICLE II - DURATION*

The existence of this corporation shall commence with the filing of these articles. The term of existence of this corporation is perpetual.

*ARTICLE III - PURPOSE*

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

*ARTICLE IV - CAPITAL STOCK*

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares all of one class, at \$1.00 par value common stock.

*ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT*

The name and address of the initial registered agent and office of this corporation is as follows:

Joseph D. Stewart, Esquire  
801 Laurel Oak Drive, Suite 705  
Sun Bank Building, Pelican Bay  
Naples, Florida 33963

The initial street address of the principal office of the corporation in the State of Florida will be

2205 Arbor Walk Circle, Unit 918, Naples, Florida 33942

#### *VI INITIAL BOARD OF DIRECTORS*

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The names and addresses of the initial directors of this corporation are:

Allen Pell  
2205 Arbour Walk Circle, Unit 918  
Naples, Florida 33942

Barbara Pell  
2205 Arbour Walk Circle, Unit 918  
Naples, Florida 33942

Robert Pell  
2205 Arbour Walk Circle, Unit 918  
Naples, Florida 33942

#### *ARTICLE VII - INCORPORATOR*

The name and address of the person signing these Articles of Incorporation is:

Joseph D. Stewart, Esquire  
801 Laurel Oak Drive, Suite 705  
Sun Bank Building, Pelican Bay  
Naples, Florida 33963

#### *ARTICLE VIII - PREEMPTIVE RIGHTS*

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, I have subscribed my name this 17 day of February, 1995.

  
\_\_\_\_\_  
JOSEPH D. STEWART, Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

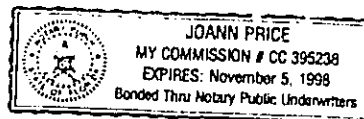
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOSEPH D. STEWART, *(one of the following should be checked; if none are checked, he is personally known to me)* X who is personally known to me, or \_\_\_\_ has produced \_\_\_\_\_ as identification and who did take an oath, and is named in the foregoing instrument and that he acknowledged executing the same, in the presence of two subscribing witnesses, freely and voluntarily.

WITNESS my hand and official seal in the State and County last aforesaid this \_\_\_\_\_ day of February, 1995.

\_\_\_\_\_  
NOTARY PUBLIC

(SEAL)

\_\_\_\_\_  
Printed Name of Notary  
My Commission Number is:  
My Commission Expires:



JDS:jp  
articles.inc

APPOINTMENT OF RESIDENT AGENT  
STATE OF FLORIDA  
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND  
ADDRESSES OF THE OFFICERS AND DIRECTORS.

NAPLES ULTIMATE ADVENTURES, INC., a corporation under the laws of the State of Florida, with its principal office at 2205 Arbour Walk Circle, Unit 918, Naples, Florida, 33942, has named JOSEPH D. STEWART, its Resident Agent to accept service of process within this State.

OFFICERS:

PRESIDENT:	ALLEN PELL
VICE-PRESIDENT:	ROBERT PELL
TREASURER:	BARBARA PELL
SECRETARY:	BARBARA PELL

DIRECTORS:

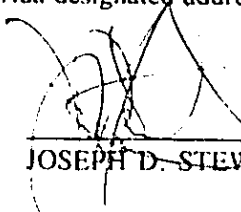
ALLEN PELL  
BARBARA PELL  
ROBERT PELL

FILED  
MAR 13 1995  
CLERK

\_\_\_\_\_, 1995

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.



JOSEPH D. STEWART, Resident Agent

JDS:jp

articles