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HARDT & STEWART

CIVIL TRIAL ATTORNEYS

SUITE 705, SUN BANK BUILDING PEUCAN BAY SOLLAUREL OAK DRIVE NAPLES, FLORIDA 33963

FREDERICK R. HARDT, J.D. BOARD CERTIFIED CIVIL TRIAL ACTORNEY FLA. & WIS BARS.

JOSEPH D. STEWART, J.D., C.P.A. BOARD CERTIFIED CIVIL TRIAL ACTORNEY FLA. BAR

JOHN D. KEHOE, J.D.
BOARD CERTIFIED CIVIL TRIAL ATTORNEY
HA BAR

TELEPHONE (813) 598-2900 PAX (813) 598-1785

February 15, 1995

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

4000001410594 -02/20/95--01098--019 ****122.50 ****122.50

Re: Naples Ultimate Adventures, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and Appointment of Resident Agent regarding Naples Ultimate Adventures, Inc., for filing with the Secretary of State. Our draft in the amount of \$122.50 (\$70.00 filing fee; \$52.50 certified copy fee) is also enclosed. Please return a certified copy of the same once they have been filed.

Please do not hesitate to contact our office if you have any questions.

Thank you for your cooperation.

Very truly yours,

Joseph D. Stewart

JDS:jp Enclosures

cc. Mr Allen Pell

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ARTICLES OF INCORPORATION

OF

NAPLES ULTIMATE ADVENTURES, INC.

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 - PREE APTIVE 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 WHERI 1995.	GOF, I have subscribed my name this day of February,
STATE OF FLORIDA COUNTY OF COLLIER	JOSEPH E STEWART, Incorporator
and County aforesaid to take a (one of the following should be who is personally known to man identification and who did to	that on this day, before me, an officer duly authorized in the State acknowledgments, personally appeared JOSEPH D. STEWART, checked; if none are checked, he is personally known to me) X e, or has produced ake an oath, and is named in the foregoing instrument and that he same, in the presence of two subscribing witnesses, freely and
WITNESS my hand a	and official seal in the State and County last aforesaid this ry, 1995.
	NOTARY PUBLIC
(SEAL)	Printed Name of Notary My Commission Number is: My Commission Expires:
	JOANN PRICE MY COMMISSION # CC 395238 EXPIRES: November 5, 1998 Bonded Thru Notzry Public Underwriters

Articles of Incorporation Page 3 of 3

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:

	I MISSIMAL.	WETEL LEPT	
	VICE-PRESIDENT:	ROBERT PELL	
	TREASURER:	BARBARA PELL	
	SECRETARY:	BARBARA PELL	
			•25
	DIRECTORS:		-1.3
	ALLEN PL		\
	BARBARA ROBERT I		•
			<u>:</u> :
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ALLEN DELL

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

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