

LAW OFFICES

FRED G. PRICHASON, P.A.

18931 N. E. 8TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162

FRED G. PRICHASON

TELEPHONE: DADE (305) 853-9833
BROWARD (305) 920-3400

April 20, 1995

P95000034331

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

Re: Carlos Rodriguez
Sea Breeze Water Sports, Inc.

200001463212
-04/24/95--01054--001
****122.50 ****122.50

Dear Sir/Madam:

Enclosed herein please find the following documents with reference to the above-captioned new corporation:

1. Certificate of Incorporation properly executed and notarized (original and two [2] copies).
2. Check in the amount of \$122.50 payable to the Secretary of State representing the filing fee due herein.
3. Self-addressed stamped envelope for your convenience in providing the filed Articles of Incorporation.

Thank you in advance, I remain

Sincerely yours,


FRED G. PRICHASON
FGP:rd

encs.

FILED
95 MAY -3 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTERED APR 26 1995

855,608,671

W95-8883



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 26, 1995

FRED G PRICHASON, ESQUIRE
16931 NE 6TH AVENUE
N MIAMI BEACH, FL 33162

SUBJECT: OCEAN BREEZE WATER SPORTS, INC.
Ref. Number: W95000008883

We have received your document for OCEAN BREEZE WATER SPORTS, INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 695A00019686

LAW OFFICES

FRED G. PRICHASON, P.A.

18831 N. E. 8TH AVENUE
NORTH MIAMI BEACH, FLORIDA 33162

FRED G. PRICHASON

TELEPHONE: DADE (305) 653-9833
BROWARD (305) 920-3400

April 26, 1995

Secretary of State
Division of Corporations
ATTENTION: BETH REGISTER
Post Office Box 6327
Tallahassee, Florida 32314

Re: Carlos Rodriguez
Ocean Breeze Water Sports, Inc.

Dear Ms. Register:

Pursuant to your request of this date, enclose herewith please find the original Certificate Designating Place of Business or Domicile for the Service within the State, Naming Agent Upon Whom Process may be Served with reference to the above-captioned matter.

Should you have any questions in this regard, please feel free to contact our office.

Thank you in advance, I remain

Sincerely yours,



FRED G. PRICHASON
FGP:rd

enc.

"THIS IS A SUB-CHAPTER S CORPORATION"

CERTIFICATE OF INCORPORATION

OF

OCEAN BREEZE WATER SPORTS, INC.

FILED
95 MAY -3 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of the corporation shall be: OCEAN BREEZE WATER SPORTS, INC.

ARTICLE II

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share. The initial shares of corporate stock shall be in the amount of ONE HUNDRED (100) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share. Said shall be distributed and owned as follows:

- A. CARLOS RODRIGUEZ 80 Shares;
- B. SUSAN DUGAN 10 Shares;
- C. CARLOS NEIRA 10 Shares.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be: 9591 Fountainbleau Boulevard, #218, Miami, FL 33172.

ARTICLE VII

The number of Directors of this corporation shall be at least one (1) and no more than five (5).

ARTICLE VIII

The names and addresses of the persons signing these Articles of Incorporation, as subscribed, are as follows:

CARLOS RODRIGUEZ, 9591 Fountainbleau Boulevard, #218,
Miami, Florida 33172.

ARTICLE IX

The name and address of the initial Board of Directors of this Corporation shall be:

CARLOS RODRIGUEZ, 9591 Fountainbleau Boulevard, #218,
Miami, Florida 33172

ARTICLE X

The names and addresses of the initial officers of this corporation are as follows:

CARLOS RODRIGUEZ, 9591 Fountainbleau Boulevard, #218,
Miami, Florida 33172

SUSAN DUGAN, 1065 Larkspur Loop, Jacksonville, FL 32259

CARLOS NEIRA, 9631 Fountainbleau Boulevard, #307,
Miami, Florida 33172

ARTICLE XI

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned CARLOS RODRIGUEZ, being natural person, competent to contract, has hereunto set his hand and seal this 10th day of February, 1995.


CARLOS RODRIGUEZ (Seal)

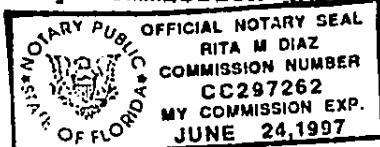
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

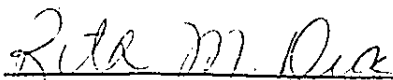
BEFORE ME, the undersigned authority, personally appeared CARLOS RODRIGUEZ, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same freely and voluntarily for the purpose therein expressed.

Personally known ✓ I.D. Presented: _____

WITNESS my hand and official seal this 10th day of February, 1995.

My Commission Expires:




Notary Public, State of Florida
My Commission No. _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That OCEAN BREEZE WATERSPORTS, INC., desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County Dade, State of Florida, has named FRED G. PRICHASON, P.A., located at 16931 Northeast Sixth Avenue, North Miami Beach, Florida 33162, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: 

FRED G. PRICHASON, P.A.
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY - 3 AM 9:55

FILED