

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904 22-4  
904 22-47348

800-342-8086



**networks**  
PRESTIGE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 621633 156166A

AUTHORIZATION :

COST LIMIT : \$

*Patricia Pzyts*  
*122.50*

ORDER DATE : June 16, 1995

ORDER TIME : 1:20 PM

ORDER NO. : 621633

500001515535

CUSTOMER NO: 156166A

CUSTOMER: Mary Carotenuto, Esq  
MARY CAROTENUTO, ESQ.

2nd Floor  
3000 Gulf To Bay Boulevard  
Clearwater, FL 34619

DOMESTIC FILING

NAME: MARINELAND OCEAN RESORT, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

95 JUN 16 PM 2:19  
DIVISION OF CORPORATION  
95 JUN 16 AM 10:47  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN JUN 19 1995

**ARTICLES OF INCORPORATION  
OF  
MARINELAND OCEAN RESORT, INC.**

**FILED**  
95 JUN 16 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation under the laws of the State of Florida under the following proposed charter:

**ARTICLE I - NAME/ADDRESS**

The name of this corporation shall be MARINELAND OCEAN RESORT, INC., and it's business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and it's principal place of business shall be First Coast Highway 1A, Marineland, Florida 32086 or such other place as from time to time is designated.

**ARTICLE II - PURPOSE**

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporation's primary business shall be real estate development and marine life attractions, and any other business connected with the aforesaid purpose and in addition, to engage and to do every other act or thing incidental or pertinent to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted under the laws of the United States and the State of Florida.

### **ARTICLE XII - CAPITAL STOCK**

The total number of shares that may be issued by the corporation is 10,000 shares of common stock, with a par value of one dollar per share, which stock may be issued in fractional shares and may be in whole or in part canceled and reissued at any time in compliance with the By-Laws of this corporation. Said stock shall be paid for in such manner as the Board of Directors may provide and approve, whether in cash, services or property. The corporation shall maintain a right of first refusal in the sale or exchange of any stock of the corporation.

### **ARTICLE IV - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights in that the shareholders have a preemptive right, granted on uniform terms and conditions prescribed by the board, to acquire proportional amounts of the corporation's unissued shares upon the decision of the board to issue them. A shareholder may waive his preemptive right.

### **ARTICLE V - DURATION**

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

### **ARTICLE VI - OFFICERS AND DIRECTORS**

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than three members who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-Laws, Shareholder's Agreement, or by resolution of the Board of

Directors, and who shall hold office until their successors shall be elected and qualified. The names and addresses of the initial officer and director who are to serve until the first annual meeting of the stockholders are as follows:

Barry Loughrane  
303 East 57th Street  
New York, N.Y. 10022

J.L. Coovert  
3000 Gulf To Bay Blvd., 2nd Fl  
Clearwater, FL 34619

Renn LaMaster  
2012 Palaco Grande  
Cape Coral, FL 33904

Gene Mayo  
279 East 44th Street, Suite 5A  
New York, N.Y. 10017

#### **ARTICLE VII - INCORPORATORS**

The names and addresses of the incorporators to these Articles are as follows:

Barry Loughrane  
303 East 57th Street  
New York, N.Y. 10022

J.L. Coovert  
3000 Gulf To Bay Blvd., 2nd Fl  
Clearwater, FL 34619

Renn LaMaster  
2012 Palaco Grande  
Cape Coral, FL 33904

Gene Mayo  
279 East 44th Street, Suite 5A  
New York, N.Y. 10017

#### **ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

#### **ARTICLE IX - POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock herein above named, for the purpose

of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 16 day of June, 1995.

  
JACK COOVER


**ACCEPTANCE**

Pursuant to Florida Statutes, the following is submitted in compliance with said act:

That MARINELAND OCEAN RESORT, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation at the City of Marineland, County of Flagler and County of St. Johns, State of Florida, have named Mary Carotenuto, Esq., 3000 Gulf To Bay Blvd., 2nd Floor, City of Clearwater, County of Pinellas, State of Florida as its registered agent to accept service of process within this State.

**ACCEPTANCE OF REGISTERED AGENT DESIGNATION**

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

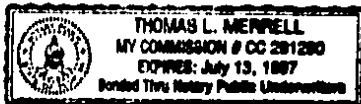
  
MARY CAROTENUTO, ESQ.

STATE OF FLORIDA            )  
  SS  
COUNTY OF PINELLAS        )

Before me, the undersigned authority, personally appeared MARY CAROTENUTO, ESQ., who being duly sworn by me, deposes and says that she is the individual described in the foregoing Acceptance and that all things contained therein are true and correct.

Sworn to and subscribed before me this 16<sup>th</sup> day of June, 1995.

My Commission Expires:



*Thomas L. Merrell*  
\_\_\_\_\_  
NOTARY PUBLIC - STATE OF FLORIDA  
*Thomas L. Merrell*

P95000047348

Pursuant to the provisions of Section 215.26, Florida Statute, hereby apply for a refund and request that a State Warrant be drawn in favor of:

Name: Minton Test Labs & Engineering  
Address: 3000 Gulf to Bay Blvd. / 200th  
Chowater, Florida - 34619-  
Amount: \$122.50

which represents moneys I paid into the State Treasury subject to refund, and to substantiate such claim the following facts are submitted:

Reason for Claim: Duplicate application filed, P95000047348  
Subject: MARINELAND OCEAN RESORT, INC.

Section: New Filings Clerk: D. Farmer Date Processed: 06-20-95  
CERTIFIED TRUE AND CORRECT this 24 day of June 1995  
[Signature]  
Signature

(FOR AGENCY USE ONLY)  
(1) Agency recommends denial of above claim based on the following facts,  
including statutory authority for collection: \_\_\_\_\_  
(2) Agency recommends approval of above claim and submits the following  
information to substantiate such claim.  
The amount recommended is 122.50.  
The amount requested above was originally deposited into the  
State Treasurer's Receipt # 01119-008, Dated 06-15-95.

NAME OF ACCOUNT:

SAMAS ACCOUNT CODE  
4 5 2 0 2 1 3 0 0 0 1 4 5 3 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0

Statutory Authority for Collection 607.0122  
It is requested that payment be made from:  
NAME OF ACCOUNT:

SAMAS ACCOUNT CODE  
4 5 2 0 2 1 3 0 0 0 1 4 5 3 0 0 0 0 0 0 0 0 2 2 0 0 0 0 0 0 0 0

Certified True and Correct this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.  
Dept. of State, Div. of Corporations  
Agency  
Authorized Signature and Title

Section 215.26 states, in part: "Application for refund as provided by 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 also such right shall be barred." Three years is interpreted as meaning three years from the date of payment into the State Treasury.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 19, 1995

MARY CAROTENUTO, ESQUIRE  
3000 GULF TO BAY BOULEVARD  
2ND FLOOR  
CLEARWATER,, FL 34619

SUBJECT: MARINELAND OCEAN RESORT, INC.  
Ref. Number: W95000012466

We have received your document for MARINELAND OCEAN RESORT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above named entity is listed as an active entity with our office; therefore, the document(s) submitted is/are not required.

Please complete the enclosed refund application and return it to this office for processing.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer  
Document Specialist

Letter Number: 195A00030031



**MARY CAROTENUTO**  
**ATTORNEY AT LAW**  
3000 Gulf To Bay Blvd., 2nd Floor  
Clearwater, FL 34619  
(813) 725-0270

June 5, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

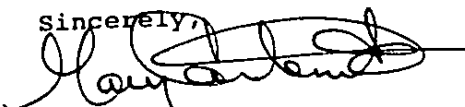
500001514715  
-06/15/95--01119--003  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madame:

Enclosed please find check #254 in the amount of \$122.50 for filing fees and a certified copy of the Articles of Incorporation for Marineland Ocean Resort, Inc. Please return the certified copy of the Articles of Incorporation to this office.

If you have any questions please contact the undersigned.

Sincerely,



Mary Carotenuto  
Attorney at Law

W95-124610

**P95000047348**

Sunstate Research Assoc.  
Requestor's Name

PO Box 11271  
Address

Tall FL  
City/State/Zip Phone #

8000002217008--0

--06/19/97--01043--005

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Mariceland Ocean Resorts, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**FILED**  
97 JUN 19 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**RECEIVED**  
97 JUN 19 AM 11:29  
DIVISION OF CORPORATION

6/20

*Jay RA Change*

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
AND REGISTERED AGENT**

**FILED**  
97 JUN 19 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of the State of Florida:

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent, in the State of Florida.

**FIRST:** The name of the corporation is Marineland Ocean Resort , Inc.

**SECOND:** The address of its present registered agent is: 3000 Gulf to Bay Blvd. 2nd FL Clearwater, Florida.

**THIRD:** The address to which its registered agent is to be changed to is: 20 N. Orange Avenue, Suite 1000, Orlando, Florida 32801-4626.

**FOURTH:** The name of its present registered agent is: Mary Carotenuto, Esq.

**FIFTH:** The name of its successor registered agent is: Brian M. Jones, Esq.

**SIXTH:** The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.


**SEVENTH:** Such change was authorized by resolution duly adopted by its board of directors.

Dated: June 16, 1997.

**MARINELAND OCEAN RESORT , INC.**

By: 

Barry Loughane, Chairman of the Board  
of Directors

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.   
and I am familiar with and accept the obligation of my position as registered agent. Brian M. Jones, Esq., Registered Agent

Date: June 16, 1997