

P95000054571
William Dale Whitice, P.A.
Attorney at Law

2601 SOUTH DAYSHORE DRIVE
SUITE 1400
Coconut Grove, Florida 33133
PHONE (305) 856-1515
FAX (305) 856-3100

July 13, 1995

Ms. Doris Brown
Division of Corporations
Attn: New Filings
P.O. Box 6327
Tallahassee, FL 32314

FILED
95 JUL 14 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

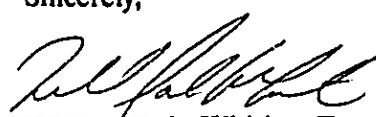
Re: OUTLAW ADVENTURE TOURS, INC.

Dear Ms. Brown:

Enclosed please find Articles of Incorporation on the above mentioned corporation. Per our conversation please be so kind as to expedite the filing of this corporation. Additionally, please be so kind as to fax the cover letter from the Department of State evidencing that the Corporation has been filed.

I am enclosing a self addresses stamped envelope to assist you in returning the Articles once they have been filed.

Sincerely,


William Dale Whitice, Esquire

WDW/mm

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ARTICLES OF INCORPORATION
OF
OUTLAW ADVENTURE TOURS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED incorporator hereby makes, subscribes, acknowledges, and files with the Department of State these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be as stated above **OUTLAW ADVENTURE TOURS, INC.**, and the principal place of business is 2601 S. Bayshore Drive, Suite 1400, Coconut Grove, Florida 33133.

ARTICLE II - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock authorized to be issued by this corporation shall be:

SHARES

100

PAR VALUE

\$1.00

Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the incorporation or by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid for and shall be non-assessable.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V - TERM OF CORPORATE EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT AT SUCH ADDRESS

The following shall be the street address of the initial registered office of this corporation and the name of its initial registered agent at such address.

ADDRESS OF OFFICE

2601 S. Bayshore Dr., Suite 1400
Coconut Grove, Florida 33133

AGENT AT SUCH ADDRESS

William Dale Whitice

ARTICLE VII - DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than nine (9) the number of the same to be fixed by the corporate By-Laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Directors may be removed, without cause, at any annual or special meeting of the stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation entitled to vote at said meeting.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The member(s) of the first Board of Directors is/are:

DIRECTORS

ADDRESS

Jon Compton

2601 S. Bayshore Dr., Suite 1400
Coconut Grove, Florida 33133

Wayne E. Luginbuhl

2601 S. Bayshore Dr., Suite 1400
Coconut Grove, Florida 33133

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the corporate existence or until successors are elected or appointed and have qualified.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing the Articles of Incorporation is
William Dale Whitice, 2601 S. Bayshore Drive, Suite 1400, Coconut Grove, FL 33133

ARTICLE X - CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any Director individually or any firm of which any

Director may be a member, may be a partner, or may pecuniarily or otherwise be interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any Director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

ARTICLE XI - OFFICERS

The officers of this corporation shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors as may be deemed necessary. All officers, agents, and factors shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not be also made the Secretary or an Assistant Secretary of this corporation. The initial officers of the corporation shall be as follows:

DIRECTORS

ADDRESS

Laura L. Collins, President

2601 S. Bayshore Dr., Suite 1400
Coconut Grove, Florida 33133

Jon Compton, Vice President

2601 S. Bayshore Dr., Suite 1400
Coconut Grove, Florida 33133

Wayne E. Luginbuhl, Secretary &
Treasurer

2601 S. Bayshore Dr., Suite 1400
Coconut Grove, Florida 33133

ARTICLE XII - AMENDMENT

The corporation reserves that right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the persons named below have hereby executed these Articles of Incorporation for the uses and purposes herein stated.

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First, that Outlaw Adventure Tours, Inc., desiring to organize or qualify under the laws of the State of Florida has named William Dale Whitice located at 2601 S. Bayshore Drive, Suite 1400, Coconut Grove, Florida 33133 as its agent to accept service of process within Florida.

Dated: July 7, 1995


WILLIAM DALE WHITICE, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby 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 obligations of my position as registered agent.

Dated: July 7, 1995


WILLIAM DALE WHITICE

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Director may be a member, may be a partner, or may pecuniarily or otherwise be interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, any Director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested.

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