

LAW OFFICES

NELSON HESSE CYRIL SMITH WIDMAN HERB CAUSEY & DOOLEY

8070 RINGLING BOULEVARD
DARABOTA, FLORIDA 34837

RICHARD E. NELSON
RICHARD L. SMITH
ROBERT C. WIDMAN
F. STEVEN HERB
OMER CAUSEY
WILLIAM A. DOOLEY
MICHAEL S. DREWS
FREDERICK J. ELDRICHT
GARY W. PEAL

January 3, 1996

TELEPHONE (813) 366-7550
FAX (813) 955-3708

RONALD A. CYRIL
(1936-1988)

ROBERT L. HESSE
OF COUNSEL

*BOARD CERTIFIED
CIVIL TRIAL LAWYER

PHILIP J. SYPULA
J. KAL GIBRON
J. NEAL MOBLEY

P96000002894

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32324

400001679804
-01/05/96--01031--012
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FILED
56 JAN -5 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: INCREDIBLE ADVENTURES, INC.

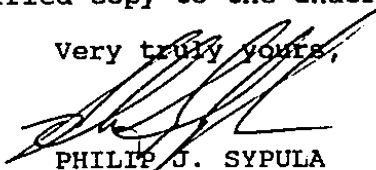
Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	52.50
Registered agent fee	<u>35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



PHILIP J. SYPULA

PJS/gl
Enclosures
cc: Jane Reifert
corp\incadv.czb\4661Y

6.050- 1995

FILED
25 JAN -5 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INCREDIBLE ADVENTURES, INC.

The undersigned, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1.
Name

1.1) Name. The name of the corporation is **INCREDIBLE ADVENTURES, INC.**

ARTICLE 2.
Nature of Business

2.1) Nature of Business. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE 3.
Capital Stock

3.1) Number of Authorized Shares. The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of Common Stock, having a par value of \$1.00 per share.

3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock of the Corporation shall be entitled to one (1) vote for each share of Common Stock standing in his/her/its name on the books of the Corporation. At each election for Directors, every holder of the Common Stock of

the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by his/her/its for as many persons as there are Directors to be elected and for whose election he/she/it has a right to vote, or to cumulate his/her/its votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his/her/its shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

3.3) Payment for Shares. The consideration for the issuance of the Common Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends. The holders from time to time of the Common Stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital, of the Corporation, but not otherwise, dividends payable either in cash, in property, or in shares of the Common Stock of the Corporation.

ARTICLE 4.
Period of Duration

4.1) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 5.
Registered Agent and Address

5.1) Address. The initial business address of the Corporation in the State of Florida is 5230 AVENIDA NAVARRA, SARASOTA, FLORIDA 34242. The Board of Directors may, from time to time, move the principal office to any other address in Florida, upon giving notice, if required, to the Florida Secretary of State.

5.2) Registered Agent. The Registered Agent of the Corporation shall be PHILIP J. SYPULA, whose business office is at 2070 RINGLING BOULEVARD, SARASOTA, FLORIDA 34237.

ARTICLE 6.
Data Respecting Directors

6.1) Initial Board of Directors. The initial Board of Directors shall consist of five (5) members. The initial Board of Directors shall hold the organizational meeting of the Corporation.

6.2) Names and Addresses. The name and address of the initial members to the Board of Directors, who shall serve until the first annual meeting of stockholders or until successors shall have been elected and qualified is:

BRUCE N. JACOBS
17204 Bermuda Village Dr.
Boca Raton, FL 33487

CLAUDIO GALLIANO
Curso Nizza, 108
12100 Cuneo, Italy

JANE REIFERT
5230 Avenida Navarra
Sarasota, FL 34242

GABRIELE LICE
Curso Nizza, 108
12100 Cuneo, Italy

JULIA RAGONA
5230 Avenida Navarra
Sarasota, FL 34242

6.3) Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time, by amendment of the Bylaws. The number of Directors shall never be less than one (1).

ARTICLE 7.
Incorporator

7.1) Incorporator. The name and address of the incorporator signing these Articles of Incorporation is:

PHILIP J. SYPULA
2070 RINGLING BOULEVARD
SARASOTA, FLORIDA 34237

ARTICLE 8.
Provisions for Regulation of the Internal
Affairs of the Corporation

8.1) Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation.

ARTICLE 9.
Amendments

9.1) Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of any other applicable Statute of the State of Florida and all rights conferred upon stockholders by these Articles of Incorporation, or any other amendment hereto,

subject to this reservation.

ARTICLE 10.
Beginning of Corporate Existence

10.1) Beginning of Corporate Existence. Corporate existence for INCREDIBLE ADVENTURES, INC. shall begin on the 1st day of January, 1996.

Incorporator:



PHILIP J. SYPULA

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared PHILIP J. SYPULA, who is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

WITNESS my hand and official seal in the county and state last aforesaid this ____ day of January, 1996.

NOTARY PUBLIC

Print Name

My Commission Expires:

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

INCREDIBLE ADVENTURES, INC.

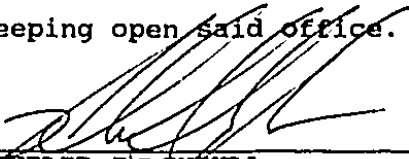
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that INCREDIBLE ADVENTURES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Sarasota, State of Florida, has named PHILIP J. SYPULA, located at 2070 RINGLING BOULEVARD, SARASOTA, FLORIDA 34237, County of Sarasota, State of Florida, its agent to accept service of process within this state.

ACKNOWLEDGMENT:

(Must be signed by Designated Agent)

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 provision of said Act relative to keeping open said office.


PHILIP J. SYPULA

FILED
95 JAN -5 AM 9:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

P96000002894

L O F C E
NELSON • HESSE

2070 Ringling Boulevard
Sarasota, Florida 34237

RICHARD E. NELSON
RICHARD L. SMITH
H. STEVEN HERB
OMER CAUSBY
WILLIAM A. DOOLEY*
MICHAEL S. DREWS***
FREDERICK J. ELBRECHT**
GARY W. PHAL
PHILIP J. SYPULA
J. NEAL MOBLEY
STEPHEN M. WALKER

Telephone (941) 566-7330
Telefax (941) 933-3708
E-Mail: nelhes@ix.netcom.com

September 26, 1996

ROBERT L. HESSE
ATTORNEY

*Certified Mediator
**Board Certified
Civil Trial Lawyer
***Board Certified
Business Litigation Lawyer

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*****35.00 *****35.00

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

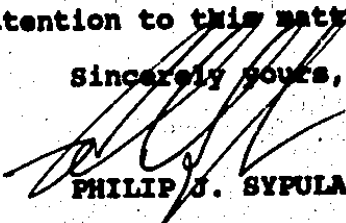
Re: Incredible Adventures, Inc. - Statement of Change of
Registered Office or Registered Agent or Both for Corporations

Dear Sir/Madam:

Enclosed please find Statement of Change of Registered Office
or Registered Agent or Both for Corporations form for Incredible
Adventures, Inc. and this firm's check in the amount of \$35.00 to
cover your filing fee. Please file stamp the enclosed copy and
return to me in the envelope provided.

Thank you for your attention to this matter.

Sincerely yours,



PHILIP J. SYPULA

PJS/gl
Enclosures
cc: Incredible Adventures, Inc.
ccorp\incadv.dc\4661Y

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96 SEP 30 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: INCREDIBLE ADVENTURES, INC.

1a. Date of Incorporation January 5, 1996 Document number P96000002894

2. The name and address of the current registered agent and office:

Philip J. Sypula
2070 Ringling Blvd., Sarasota, FL 34237

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Jane Reifert
6604 Midnight Pass Road, Sarasota, FL 34242

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96 SEP 30 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE Jane Reifert, VP
(name and title)

DATE September 25, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE Jane Reifert
(Registered Agent)

DATE September 25, 1996

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

LAW OFFICES
ROBERT L. HESS
 Ringling Boulevard
 Tallahassee, FL 32314

P96000002894

RICHARD B. NELSON
 RICHARD L. SMITH
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 FREDERICK J. ELBRICHT**
 GARY W. PHAL
 PHILIP J. SYPULA
 J. NEAL MOBLEY
 STEPHEN M. WALKER

Telephone (941) 366-7550
 Telefax (941) 955-3708
 E-Mail: nelhess@ix.netcom.com

January 9, 1997

ROBERT L. HESS
 RETIRED
 *Certified Mediator
 **Board Certified
 Civil Trial Lawyer
 ***Board Certified
 Business Litigation Lawyer

Division of Corporation-
 Department of State
 P. O. Box 6327
 Tallahassee, FL 32314

Amend

Re: Incredible Adventures, Inc.

000002070010--0
 -01/28/97--01067--007
 *****87.50 *****97.50

Dear Sir/Madam:

Enclosed herewith you will find the original and one copy of Articles of Amendment to Articles of Incorporation for the above named corporation. In addition, you will find our firm's check in the amount of \$87.50 which represents the following fees:

Filing Fees	\$35.00
Certified Copy	<u>52.50</u>
Total	\$87.50

I would appreciate your filing the original of the enclosed Articles of Amendment and return a certified copy to my attention.

Sincerely yours,

[Signature]
 PHILIP J. SYPULA

PJS/gl
 Enclosures
 corp\incadv.do\46617

Name	
Availability	2/5/97
Exhibit	104
Fee	1004
Order	1004
Vendor	1004
Acknowledgment	1004
W.P. Verityer	1004

FILED
 97 JAN 28 AM 8:59
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
INCREDIBLE ADVENTURES, INC.

FILED
97 JAN 28 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INCREDIBLE ADVENTURES, INC., a Florida corporation (the "Corporation"), pursuant to the provisions of Section 607.1005 and Section 607.1006, Florida Statutes, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: ARTICLE 3 of the original Articles of Incorporation filed by the Secretary of State on January 5, 1996 and assigned Document Number P96000002894, is hereby deleted and replaced with the following ARTICLE 3:

ARTICLE 3.

Capital Stock

3.1) Number of Authorized Shares.

A. The aggregate number of Common Stock shares which the Corporation shall have authority to issue is 1,000, having a par value of \$1.00 per share.

B. The aggregate number of Preferred Stock shares which the Corporation shall have authority to issue is 1,000 of Preferred Stock, which each issued share of Preferred Stock possessing the following rights:

i. Each share of Preferred Stock shall have a par value of not less than \$250.00;

ii. Each share of Preferred Stock will be convertible into Common shares on a one-for-one basis at the option of the shareholder;

iii. Each share of Preferred Stock will have a cumulative dividend of 8%;

iv. Each share of Preferred Stock shall be entitled to a vote with the Common shares with said vote being considered as a single class with the Common shareholders' voting rights.

3.2) Right and Method of Voting. At every meeting of the stockholders, every holder of the Common Stock and every holder of the Preferred Stock of the Corporation shall each be entitled to one (1) vote for each share of stock owned, whether Preferred or Common, standing in his/her/its name on the books of the Corporation. At each election for Directors, every holder of the Common and Preferred Stock of the Corporation shall have the right to vote, in person or by proxy, the number of shares owned by his/her/it for as many persons as there are Directors to be elected and for whose election he/she/it has a right to vote, or to cumulate his/her/its votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his/her/its shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

Notwithstanding anything contained herein to the contrary, should one individual stockholder own a majority of the total number of issued and outstanding shares of stock, both Preferred and Common, the remaining minority stockholders as a group shall be

entitled to vote one Director to the Board of Directors so that the minority stockholders shall have a vote and voice on the Board of Directors.

3.3) Payment for Shares. The consideration for the issuance of the Common Stock or Preferred Stock of the Corporation may be paid, in whole or in part, in money or other property, tangible or intangible, or in labor or services actually performed for the Corporation. When payment for the consideration for which such shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. Neither promissory notes nor future services shall constitute payment or part-payment for such shares of the Corporation. In the absence of fraud in the transaction, the judgment of the Board of Directors or the stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.4) Dividends.

A. The holders of the Preferred Stock of the Corporation shall be entitled to receive cumulative dividends in the amount of 8% which shall accumulate or be paid when and as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital of the Corporation, but not otherwise, dividends payable either in cash or in property.

B. The holders from time to time of the Common Stock of the Corporation shall be entitled to receive, when and as declared

by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities, including capital, of the Corporation, but not otherwise, dividends payable either in cash or in property.

3.5) Preferences. The owners and holders of Preferred Stock shall have preferences over the holders of Common Stock with respect to distributions, including dividends and distributions upon dissolution of the Corporation with said preferences not being exhaustive. Shares which are entitled to preferences in distribution dividends or assets upon dissolution shall not be designated as Common shares and should the Preferred shares, if and when issued, be converted into Common shares said preferences shall terminate at that time.

SECOND: These Articles of Amendment to Articles of Incorporation are not intended to provide for an exchange, reclassification or cancellation of issued shares, but rather to provide for the authorization of the Corporation to issue a second class of stock as identified in the new ARTICLE 3 hereinabove stated.

THIRD: The foregoing amendment has and shall become effective at 12:01 A.M. on January 1, 1997. The amendment cited in section two above has been duly adopted in accordance with provisions of Sections 607.1003, 607.1005, and 607.1006, Florida Statutes, the Board of Directors of the Corporation have adopted a resolution setting forth such amendment, declaring its advisability and the Corporation's Directors being one in the same as the

existing shareholders of record, having approved such amendment and restatement by execution and written action, all as of December 23, 1996.

FOURTH: These Articles of Amendment to Articles of Incorporation were first adopted and approved by the Board of Directors, recommended for approval to the shareholders, and were approved by the shareholders, with the number of votes cast for the amendments being an unanimous vote for approval.

IN WITNESS whereof, **INCREDIBLE ADVENTURES, INC.**, has and hereby causes these Articles of Amendment to Articles of Incorporation to be prepared under the signature of its President, this 13 day of January, 1997.

INCREDIBLE ADVENTURES, INC.

By: *Julia Ragona*
JULIA RAGONA, President

**STATE OF FLORIDA
COUNTY OF SARASOTA**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared **JULIA RAGONA, as President of INCREDIBLE ADVENTURES, INC.**, who is personally known to me or who has produced U.S. PASSPORT # 151758191 as identification.

WITNESS my hand and official seal in the county and state last aforesaid this 15th day of January, 1997.

Barbara Thomson
NOTARY PUBLIC
BARBARA THOMSON
Print Name
My Commission Expires:
My Commission Number:
STATE OF FLORIDA
COUNTY OF SARASOTA

corp\incadv-a.art\46617

