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TALLAHASSEE, FL 32301

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PRESIDENTIAL
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RECEIVED
JAN 23 AM 10:16
DIVISION OF CORPORATION

ACCOUNT NO. 0123.00000032

REFERENCE : 815619 113979A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 23, 1996

ORDER TIME : 8:55 AM

ORDER NO. : 815619

CUSTOMER NO: 113979A

CUSTOMER: Sandra Pitts, Esq
SANDRA A. PITTS, P.A.

P.O. Box 08247

Fort Myers, FL 33908

EFFECTIVE DATE
JAN 24 1996

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-01/23/96--01030--014
****122.50 ****122.50

DOMESTIC FILING

NAME: BAYSIDE KAYAKING VENTURES,
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: DEBBIE SKIPPER

EXAMINER'S INITIALS:

T. BROWN JAN 23 1996

FILED
96 JAN 23 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BAYSIDE KAYAKING VENTURES, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE ONE

The name of the corporation shall be: Bayside Kayaking Ventures, Inc.

ARTICLE TWO

The existence of the corporation shall begin on January 24, 1996.

ARTICLE THREE

The address of the principal office of the corporation is:

974 Sandcastle Road
Sanibel, Florida 33957

ARTICLE FOUR

The maximum number of shares this corporation is authorized to issued is 7,500, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote. Each of the shares shall have a par value of One Dollar (\$1.00) per share.

Each holder of common shares has full preemptive or preferential rights, as defined by law, to subscribe for or purchase that holder's proportional part of any such shares that may be issued at any time by this corporation.

ARTICLE FIVE

The initial street address of the corporation's registered office is 4379 Jib Boom Court, 1A, Fort Myers, Florida 33919. The initial registered agent for the corporation is Sandra A. Pitts at 4379 Jib Boom Court, 1A; Fort Myers, Florida 33919. Having been named registered agent to accept service of process for the corporation, I hereby accept to act in this capacity.

**RECEIVED
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TALLAHASSEE, FLORIDA**

ARTICLE SIX

The board of directors shall consist of not less than one nor more than five.

ARTICLE SEVEN

The name and address of the incorporator to these Articles of Incorporation is:

Sandra A. Pitts
4379 Jib Boom Court, 1A
Fort Myers, Florida 33919

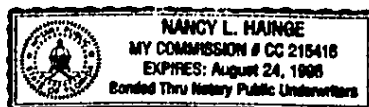
Executed by the undersigned at Fort Myers, Florida on this 17th day of January, 1996.

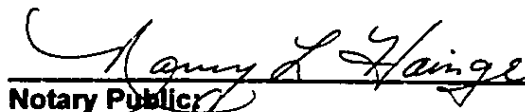

Sandra A. Pitts, Incorporator and as
Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

I HEREBY CERTIFY, that this day in the next above named State and County before me, an officer duly authorized and acting, personally appeared before me Sandra A. Pitts, to me personally known and who executed the foregoing ARTICLES OF INCORPORATION and she acknowledged then and there before me that she executed said ARTICLES OF INCORPORATION.

Witness my hand and official seal this 17th day of January 1996.




Notary Public

My Commission Expires:
Commission Number, if any: _____