

EDWARD C. McFADDEN, JR.  
ATTORNEY AT LAW

304 PLANT AVENUE  
TAMPA, FLORIDA 33606

P960000013833

(012) 408-4404

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 FEB 14 AM 11:39

FILED

RE: Manatee Snorkeling & Dive Adventures, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of our proposed Articles of Incorporation. Additionally you will find enclosed a check for \$122.50, and a self-addressed stamped envelope. If you would please file these Articles of Incorporation and return one copy along with the corporate charter to our office, it would be greatly appreciated.

Once again thank you for your prompt attention to this matter.

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-01/31/96--01030--004  
\*\*\*\*122.50 \*\*\*\*122.50

I am,

Sincerely yours,

Edward C. McFadden, Jr.

EMcF/kej  
enclosures

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267

2674  
TJ



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 2, 1996

EDWARD C. MCFADDEN JR.  
304 PLANT AVENUE  
TAMPA, FL 33606

SUBJECT: MANATEE SNORKELING & DIVE ADVENTURES, INC.  
Ref. Number: W9600002614

We have received your document for MANATEE SNORKELING & DIVE ADVENTURES, INC. and check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 896A00004781

**ARTICLES OF INCORPORATION**

**OF**

**Manatee Snorkeling & Dive Adventures, Inc.**

**ARTICLE I. NAME**

The name of the corporation is Manatee Snorkeling & Dive Adventures, Inc.

**ARTICLE II. ADDRESS OF CORPORATION**

The address of the corporation is 12498 Seminole Boulevard, Largo, Florida 34648.

**ARTICLE III. DURATION**

This corporation shall exist perpetually.

**ARTICLE IV. PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business. Without limiting or restricting in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, the corporation shall have the following general powers:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist its officers and employees in accordance with applicable law.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote,

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use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all its property, franchises, and income.

(g) To lend money for its corporate purchases, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(o) To have and exercise all powers necessary or convenient to effect its purposes.

(p) To indemnify any person who was or is made a party, or is threatened to be made a party, to any proceeding by reason of his having served as a director, officer, employee or agent of the corporation all as provided by applicable law.

(q) To purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its own shares.

#### **ARTICLE V. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock of one class only, having no par value.

#### **ARTICLE VI. PREEMPTIVE RIGHTS**

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 304 Plant Avenue, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is Edward C. McFadden, Jr.

#### **ARTICLE VIII. DIRECTORS**

The corporation shall have one director initially. The number of directors may be

increased or decreased from time to time, in accordance with bylaws adopted by the shareholders, provided, that the corporation shall always have the minimum number of directors required by law.

#### **ARTICLE IX. INITIAL DIRECTOR**

The name and post office address of the members of the first Board of Directors is:

NAME	ADDRESS
John Patrick Cushing	12498 Seminole Boulevard Largo, Florida 34648

#### **ARTICLE X. INCORPORATORS**

The name and address of the person signing these articles is:

Edward C. McFadden, Jr.	304 Plant Avenue Tampa, Florida 33606
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#### **ARTICLE XI. BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

#### **ARTICLE XII. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares entitled to vote thereon.

#### **ACCEPTANCE OF DESIGNATION**

I, Edward C. McFadden, Jr., hereby accept the designation as the Registered Agent for

Manatee Snorkeling & Dive Adventures, Inc.

Edward C. McFadden, Jr.  
As Registered Agent

Edward C. McFadden, Jr.  
Incorporator

STATE OF FLORIDA

COUNTY OF Hillsborough

I hereby certify that on this day, before me, a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared Edward C. McFadden, Jr. who is personally known to me or has produced \_\_\_\_\_ as identification, who is known to me to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and who did/did not take an oath.

Witness my hand and seal in the county and state named this 8 day of December, 1995.

Matthew D. Powell  
Notary Public, Commission No. 10-18-97

Matthew D. Powell  
(Notary name, typed, printed or stamped)

P9600001 3833

June 11, 1986

Terri Buckley  
P.O. box 6327  
Tallahassee, Florida 32314

I would like to notify this office that the mailing address of MANATEE SNORKELING  
AND DIVE ADVENTURES, INC. has changed to 2006 Dodge Street Clearwater, Florida  
34620

I have not received my mailings since becoming incorporated. Could you check to see if  
I've missed anything so far?

Thank you

*John P. Ashby*  
P96000013833

*JLB-10*