

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
DATE 2/29/96
TIME 10:00A CK No. _____
BY TD

WALK-IN
Will Pick Up _____

RE:

Atlantic Waterfront
Guest Enhancement

SECRETARY OF COMMERCE
TALLAHASSEE, FLORIDA

Capital Express™

Art. of Inc. File _____

Corp. Record Search _____

Ltd. Partnership File _____

Foreign Corp. File _____

() Cert. Copy(s) _____

Art. of Amend. File _____

Dissolution/Withdrawal _____

C U S - _____

Fictitious Name File _____

Name Reservation _____

Annual Report/Reinstatement _____

Reg. Agent Service _____

Document Filing _____

Corporate Kit _____

Vehicle Search _____

Driving Record _____

Document Retrieval _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

File No.'s _____ Copies _____

Courier Service _____

Shipping/Handling _____

Phone () _____

Top Priority _____

Express Mail Prep. _____

FAX () _____ pgs. _____

SUBTOTALS _____

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 15% per Annum.

THANK YOU
from
Your Capital Connection

RECEIVED
FEB 29 AM 9:57
CIVIL SERVICE CORPORATION

**ARTICLES OF INCORPORATION
OF
ATLANTIC WATERSPORTS & GUEST ENHANCEMENT, INC.**

FILED
96 FEB 29 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Atlantic Watersports & Guest Enhancement, Inc.
located at 2023 N. Atlantic Avenue, Suite 182, Cocoa Beach, Florida 32931.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of
these Articles of Incorporation by the Department of State .

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To
manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles
and property of all kinds and to render services of all kinds, and to engage in any lawful act
or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$0.10 par
value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of
directors, and for all other purposes, shall be vested exclusively in the holders of the
outstanding common shares.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 410 West Merritt Island Causeway, Merritt Island, FL 32953, and the name of the initial registered agent of this corporation at that address is Kevin P. Markey, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws or agreement, but shall never be less than one. The name and address of the initial director of Atlantic Watersports & Guest Enhancement, Inc. is:

<u>NAME</u>	<u>ADDRESS</u>
Curtis Bridges	2023 N. Atlantic Avenue Suite 182 Cocoa Beach, FL 32931

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Kevin P. Markey, Esq.	Post Office Box 541081 Merritt Island, FL 32954-1081

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of February, 1996.


Kevin P. Markey, Incorporator

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

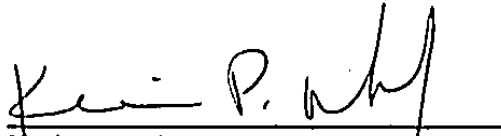
FILED
JUL 10 1998 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Atlantic Watersports & Guest Enhancement, Inc. desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cocoa Beach, County of Brevard, State of Florida, has named Kevin P. Markey, located at 410 West Merritt Avenue, Merritt Island, FL 32953, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

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 provisions of said Act relative to keeping open said office.


Kevin P. Markey