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**ose networks**

TELEPHONE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 898815 ' 4327828

AUTHORIZATION :

COST LIMIT : \$ 122.50

96 MAR 28 PM 1:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 28, 1996

ORDER TIME : 9:23 AM

ORDER NO. : 898815

CUSTOMER NO: 4327828

CUSTOMER: Warren D. Hayes, Sr, Esq  
ALLEY, MAASS, ROGERS &  
LINDSAY, P.A.  
321 Royal Poincianna Pl.

Palm Beach, FL 33480

DOMESTIC FILING

NAME: DORISAM ADVENTURES, INC.

EFFECTIVE DATE: ' 1

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED  
96 MAR 28 PM 1:36  
DIVISION OF CORPORATION

3-29-96

**ARTICLES OF INCORPORATION  
OF  
DORISAM ADVENTURES, INC.**

**FILED**  
96 MAR 28 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Dorisam Adventures, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - PRINCIPAL OFFICE; MAILING ADDRESS**

The mailing address of this corporation is 1535 S.E. 17th Street, Suite 202, Fort Lauderdale, FL 33316.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Warren D. Hayes, Sr.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial directors of this corporation are:

Ken Denison.  
1535 S.E. 17th Street  
Suite 202  
Fort Lauderdale, FL 33316

Frank A. Denison  
1535 S.E. 17th Street  
Suite 202  
Fort Lauderdale, FL 33316.

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

Warren D. Hayes, Sr.  
321 Royal Poinciana Plaza  
Palm Beach, FL 33480.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

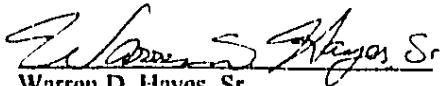
ARTICLE XI - BY-LAWS

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

ARTICLE XII - AMENDMENT

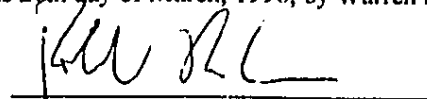
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27th day of March, 1996.

  
Warren D. Hayes, Sr.

STATE OF FLORIDA            )  
                                          ) ss:  
COUNTY OF PALM BEACH )

The foregoing was acknowledged before me this 27th day of March, 1996, by Warren D. Hayes, Sr., who is personally known to me.

  
\_\_\_\_\_  
Signature of Person Taking  
Acknowledgment

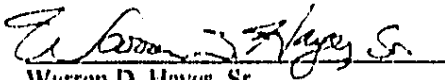


ROBB R MAASS  
My Commission CC497022  
Expires Oct. 18, 1999

\_\_\_\_\_  
Name typed, printed or stamped  
Title or Rank: \_\_\_\_\_  
Serial Number: \_\_\_\_\_

Acceptance of Designation

The undersigned, Warren D. Hayes, Sr., hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

  
Warren D. Hayes, Sr.

FILED  
96 MAR 28 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000027761

LAW OFFICES

ALLEY, MAASS, ROGERS & LINDSAY, P.A.

391 ROYAL POINCIANA PLAZA, SOUTH

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RAYMOND C. ALLEY (889) 1076  
HAROLD G. MAASS (91) 600011  
DWAYNE ROBERTS  
ALAN LINDSAY  
EDWARD D. LEWIS  
NEAL W. KNIGHT, JR.  
DAVID H. BARCH  
WILLIAM W. ATTENBURY III  
LOUIS E. HANBY III  
ROBB R. MAASS  
M. TIMOTHY HANLON  
ROBT E. HORNHARDT  
WARREN D. HAYES, SR.  
GENE D. LINDGREN  
STUART J. HALL  
KENNETH T. LITTON

FORT LAUDERDALE OFFICE  
1800 N.E. 170TH STREET, CAUSEWAY  
SUITE 404  
FORT LAUDERDALE, FLORIDA 33316  
(954) 767-0815  
FACSIMILE (954) 761-7544

October 20, 1997

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

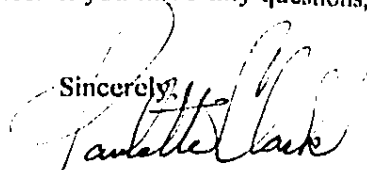
Re: Articles of Dissolution - Dorisam Adventures, Inc.

700002325767--0  
-10/22/97--01053--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Please find enclosed for filing the articles of dissolution for Dorisam Adventures, Inc. along with the appropriate filing fee. If you have any questions, or if changes are necessary, please call me.

Sincerely,



Paulette Clark

Legal Assistant to Robb R. Maass

FILED  
97 OCT 22 AM 8:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LES

LET 10-24-97

**ARTICLES OF DISSOLUTION  
OF  
DORISAM ADVENTURES, INC.  
PURSUANT TO §607.1402 OF  
THE FLORIDA GENERAL BUSINESS CORPORATION ACT**

FILED  
97 OCT 22 AM 8:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Department of State  
Tallahassee, Florida 32304

Date Paid \_\_\_\_\_  
Filing Fee \$ \_\_\_\_\_

Pursuant to the provisions of Section 607.1402 of the Florida General Corporation Act, Dorisam Adventures, Inc. (the "Corporation") adopts the following Articles of Dissolution for the purpose of dissolving the Corporation:

1. The name of the Corporation is Dorisam Adventures, Inc.
2. The names and respective addresses of the officers of the Corporation are as follows:

<u>Name</u>	<u>Officer</u>	<u>Address</u>
Ken W. Denison	President/Secretary	1535 S.E. 17th Street Suite 202 Fort Lauderdale, FL 33316
Frank A. Denison, Jr.	Vice President/Treasurer	750 N.E. 7th Avenue Dania, FL 33004
Robb R. Maass	Assistant Secretary	321 Royal Poinciana Plaza Palm Beach, FL 33480

3. The names and addresses of the directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Ken W. Denison	1535 S.E. 17th Street Suite 202 Fort Lauderdale, FL 33316
Frank A. Denison, Jr.	750 N.E. 7th Avenue Dania, FL 33004

4. All liabilities and obligations of the Corporation have been paid, discharged or adequate reserves have been established.


5. All the property and assets of the Corporation remaining after the payment of all debts, obligations, and liabilities of the Corporation, have been distributed to the shareholders in accordance with their rights and interests.

6. There are no actions pending against the Corporation in any court.

7. The Corporation elected to dissolve by unanimous written consent of its directors and shareholders, and such written consent has been signed by the directors and shareholders of the Corporation. A copy of such written consent is attached to these articles.

Dated: August 1, 1997.

By: \_\_\_\_\_

  
Ken W. Denison  
Its President

**UNANIMOUS WRITTEN ACTION  
OF THE SHAREHOLDERS AND DIRECTORS  
OF  
DORISAM ADVENTURES, INC.**

The undersigned, being all the Shareholders and Directors of DORISAM ADVENTURES, INC., a Florida corporation ("Corporation"), hereby take the following written action as of August 1, 1997, in lieu of holding a meeting regarding same, all pursuant to the terms of § 607.0704 and 607.0821 Florida Statutes:

**RESOLVED**, that the Board of Directors hereby recommends to the Shareholders that the Corporation be dissolved as of August 1, 1997, and the Shareholders hereby adopt such recommendation to dissolve the Corporation as of such date.

**FURTHER RESOLVED**, that the Corporation shall take the necessary steps to dissolve as of August 1, 1997, and shall distribute all of the property and assets of the Corporation, which remain after payment of all its debts, obligations and liabilities, to Ken W. Denison and Frank A. Denison, Jr., the Corporation's Shareholders.

**FURTHER RESOLVED**, that the officers and directors of the Corporation are hereby authorized and directed to take any and all action necessary to effectuate the foregoing resolution.

DATED: August 1, 1997.

  
\_\_\_\_\_  
Ken W. Denison, Director and Shareholder

  
\_\_\_\_\_  
Frank A. Denison, Jr., Director and Shareholder