



P96000032429

Edward M. Panzica  
Attorney at Law

2001 Executive Drive • Suite 200 • Clearwater, Florida 34622

Phone: (813) 671-1307  
FAX: (813) 672-1030

April 4, 1996

ENCLOSURE  
-04/09/96--01006--016  
\*\*\*122.50 \*\*\*122.50

Secretary of State  
Corporate Division  
Tallahassee, Florida 32304

**Re: TRANSATLANTIC LEISURE ENTERPRISES, INC.**

Dear Sir:

I am enclosing an original and a 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  
Certified Copy  
Registered Agent fee

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

Sincerely,

Edward M. Panzica, Esquire

Enclosure

RECEIVED  
95 APR -8 AM 11:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GB 4/15/96

ARTICLES OF INCORPORATION  
OF

96 APR -8 AM 11:01

TRANSATLANTIC LEISURE ENTERPRISES, INC.

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be TRANSATLANTIC LEISURE ACTIVITIES, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSES

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise depose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding seventy five thousand (75,000.00) shares which shall be designated common shares.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the principle office of the corporation in the state of Florida is 9555 Blind Pass Road, St. Pete, Beach, FL. 33706. The initial street address of the registered office of the corporation in the state of Florida is 2861 Executive Drive, Suite 200, Clearwater FL. The name of the initial registered agent of the corporation at such address is Brian Pingor.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be four (4).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The names and addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

Name	Address
F. Van Hesteren	9555 Blind Pass Rd., St. Pete Beach FL. 33706
Rory Barkley	" " "
Tara Scalise	" " "
Peggy Hughes	" " "

#### ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

Name	Address
Rory Barkley	9555 Blind Pass Rd., St. Pete Beach FL. 33706

#### ARTICLE VIII - PREEMPTIVE RIGHTS

Holders of shares of any class or series of the Corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the corporation, have preemptive rights to purchase shares of any class or series hereafter issued, sold, or otherwise transferred for cash or a cash equivalent by the corporation of the same kind, class, and series, as the case may be, as that which such shareholders already hold, and, to the same extent, to purchase securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to purchase shares of the corporation. To be effective, a preemptive right must be exercised by a tender, in cash, to the corporation at its principal office, by the exercising shareholder, of the aggregate purchase price of the shares to be purchased by such shareholder, together with a statement executed by such shareholder that such shareholder

is thereby exercising his preemptive rights; provided, however, that: (i) such shareholder shall be entitled to exercise preemptive rights only with respect to all, and not less than all, shares to which such shareholder's preemptive rights then apply; and (ii) no preemptive rights shall be exercisable if the same would, in the opinion of legal counsel to the corporation, violate any law, rule, or regulation, including, but not limited to, federal or state securities laws, to which the corporation is subject.

#### ARTICLE IX - BY-LAWS

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreases the number of directors of the corporation.


#### ARTICLE X - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at 1861 Executive Drive, Suite 200, Clearwater Fl. 34622, Pinellas County, Florida this 4th day of April, 1996.

  
Rory Barkley

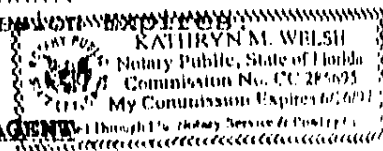
STATE OF FLORIDA       )  
                                  ) S.S.  
COUNTY OF PINELLAS   )

BEFORE ME the undersigned authority, personally appeared Rory Barkley, to me well known and known to me to be the person described in and who executed the foregoing instrument, who has produced a Florida driver's license as identification and who did take an oath.

Sworn to and subscribed before me this 4th day of April

1996.

*[Signature]*  
NOTARY PUBLIC  
My Commission Expires 01/01/97



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, BRIAN PINGOR, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to section 607.325 of the Florida General Corporation Act.

*[Signature]*  
BRIAN R. PINGOR  
2861 Executive Drive Suite 200  
Clearwater, FL 34622

RECEIVED  
SEP 10 1996  
FBI - TAMPA