

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 _____

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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 _____

TIME _____ CK No. _____

BY _____

WALK-IN
Will Pick Up _____

RE: Sun Devil No 52761
FILED

UNDERWRITING APR 25 1994

SEEK C.C. FEE OF \$10.00
TALLAHASSEE, FLORIDA

Capital Express™

Art. of Inc. File _____

Corp. Record Search _____

Ltd. Partnership File _____

Foreign Corp. File _____

Foreign Corp. Copy (1) _____

Certified copy _____

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, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED

ARTICLES OF INCORPORATION

96 APR 25 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

Sun Devil Watersports, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **Sun Devil Watersports, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business of the corporation is 3209 Eagle Avenue, Key West, Florida 33040. The mailing address of the corporation is P.O. Box 4690, Key West, Florida 33041.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of (\$1.00).

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Sean M. Besson 3209 Eagle Avenue, Key West, Florida 33040 .

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each of the initial Board of Directors of the corporation is

Oliver Puhr, President
439 Truman Annex, Key West, Florida 33040.

The undersigned has executed these Articles of Incorporation this 25th day of April, 1996.

"Capital Connection, Inc. by Nichole L. Council, Client Representative."

Nichole L. Council

FILED

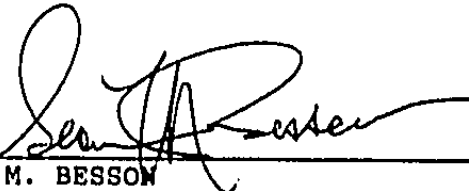
96 APR 25 PM 3:45

CONSENT OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby certify that I, the undersigned, SEAN M. BESSON do accept and acknowledge that I am the Registered Agent, as defined in Florida Statutes, for the Florida corporation, SUN DEVIL WATERSPORTS, INC., and that the registered office at which I am registered agent is 3209 Eagle Ave., Key West, FL 33040, as designated in the foregoing Articles of Incorporation.

Signed and acknowledged at Key West, Florida, this 24th day of April, 1996.


SEAN M. BESSON

P960000 36164

ADELE VIRGINIA STONES, P.A.
ATTORNEY AT LAW

420 HILMING STREET, KLY WEST, FL 33040

July 2, 1996

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

500001885365
-07/05/96--01073--010
*****35.00 *****35.00

Re: Statement of Change of Registered Office and Registered Agent.

Dear Division of Corporations:

Enclosed please find a Statement of Change of Registered Office and Registered Agent for the following corporation:

SUN DEVIL WATERSPORTS, INC.

Also enclosed is a check in the amount of \$35.00 to cover the filing fees. Once this Statement of Change is filed, please forward acknowledgement to the above letterhead address.

Should you have any questions, please do not hesitate to contact this office. Thank you for your assistance in this matter.

Sincerely,

Adele V. Stones
Adele Virginia Stones

AVS/st
Enclosures

cc: Client

*Corroch
Hinde*

FILED
96 JUL -5 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS NOT FOR PROFIT**

Pursuant to the provisions of Section 607.0501 or 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: SUN DEVIL WATERSPORTS, INC.

Date of Incorporation: April 25, 1996

Document Number: P96000036164

2. The name and address of the current registered agent and office:

Sean M. Besson
3209 Eagle Avenue
Key West, FL 33040

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. The name and address of the new registered agent and office:

Oliver Puhr
3255 Flagler Avenue, #408
Key West, FL 33040

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE

Oliver Puhr, President
(Name and Title)

DATE 7/3/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Oliver Puhr
(Registered Agent)

DATE 7/3/96

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