

P96000048516
SALTWATER ADVENTURES, INC.

6001 Janes Lane
Naples, Florida 33942
(941) 566-1601

May 30, 1996

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***122.50 ***122.50

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Incorporation of Saltwater Adventures, Inc.

Dear Sir or Madam,

Enclosed please find Articles of Incorporation together with a Designation of Registered Agent to be filed with the State. I have attached a copy of the Articles of Incorporation to be certified and returned in the self-addressed, stamped, envelope enclosed. A check in the amount of \$122.50 is enclosed representing your fees.

Thank you for your cooperation.

Sincerely,

David Yvink for

Michael A. Del Duca

MAD/dty
Encl.

FILED
96 JUN -3 PM 6:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LFG
6-6-96

ARTICLES OF INCORPORATION
OF
SALTWATER ADVENTURES, INC.

FILED
96 JUN -3 PM 6:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be Saltwater Adventures, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

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

ARTICLE IV. STOCK

This corporation is authorized to issue 1,000,000 shares of common stock at One Dollar (\$1.00) par value.

ARTICLE V. REGISTERED AGENT

The name and address of the initial registered agent and office of this corporation are as follows:

Michael Del Duca
6001 Janes Lane

Naples, Florida 33942

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is:

Michael Del Duca
6001 Janes Lane
Naples, Florida 33942

ARTICLE VII. OFFICERS

The initial officers of this corporation shall be President, Vice-president, Secretary and Treasurer.

ARTICLE VIII. SUBSCRIBER

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

Michael Del Duca
6001 Janes Lane
Naples, Florida 33942

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions

contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this revision.

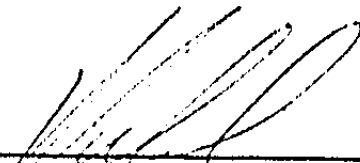
ARTICLE X. RIGHT TO PURCHASE STOCK

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices and terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of a notice from the corporation.

ARTICLE XI. VOTING

All shares of stock shall be entitled to cumulative voting in the election of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of May, 1996.



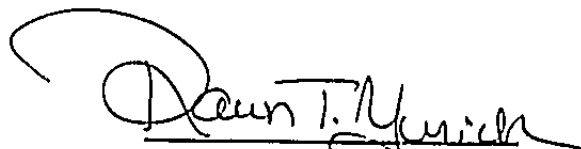
Michael Del Duca, Incorporator

STATE OF FLORIDA

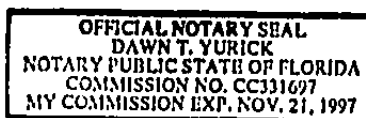
COUNTY OF COLLIER

I HEREBY CERTIFY that on this day before me, a Notary Public duly licensed to take acknowledgements in the State and County aforesaid, personally appeared Michael Del Duca to me known to be the person described as subscriber in Saltwater Adventures, Inc. and who executed the foregoing.

WITNESS my hand and official seal in the County and State aforesaid this
30th day of May, 1996.



Notary Public, State of Florida



**DESIGNATION AND ACCEPTANCE OF REGISTERED
OFFICE AND REGISTERED AGENT**

FILED
96 JUN -3 PM 6:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber of Saltwater Adventures, Inc., hereby designates the following individual as registered agent for this corporation, and the following address as the registered office of the corporation:

Michael Del Duca
6001 Janes Lane
Naples, Florida 33942



Michael Del Duca, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Saltwater Adventures, Inc.

DATED this 30th day of May, 1996.



Michael Del Duca