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AUTHORIZATION : *Patricia P. J. J.*
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ORDER DATE : July 18, 1996

ORDER TIME : 10:53 AM

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ORDER NO. : 024080

CUSTOMER NO: 4357606

CUSTOMER: Jay C. Sayler, Jr., Esq
JAY C. SALYER, JR.

Suite 3b
1699 South Federal Highway
Boca Raton, FL 33432

DOMESTIC FILING

NAME: SEA ESCAPE ENTERPRISES, INC.

EFFECTIVE DATE:

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: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 18 AM 10:01

cf
7/19/96

**ARTICLES OF INCORPORATION
OF
SEA ESCAPE ENTERPRISES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 13 AM 10:01

THE UNDERSIGNED subscribers to these Articles of Incorporation, each a natural person, and competent to contract, hereby associates themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **SEA ESCAPE ENTERPRISES, INC.**, a corporation for profit.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be:

c/o Jay C. Salyer, Jr.
1699 S. Federal Hwy, Ste 3B
Boca Raton, Florida 33432

ARTICLE III - PURPOSE

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

ARTICLE IV - DURATION

This corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock with a par value of \$.001.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1699 S. Federal Highway, Suite 3B, Boca Raton, Florida 33432, and the name of the initial registered agent of this corporation at that address is Jay C. Salyer, Jr.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Jay C. Salyer, Jr.
1699 S. Federal Highway, Suite 3B
Boca Raton, Florida 33432

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By-Laws but in no event shall be less than one. The name and address of the initial Board of Director of this corporation are:

Jay C. Salyer, Jr.
1699 S. Federal Hwy, Ste 3B
Boca Raton, Florida 33432

Joseph D. Radcliffe
237 Main Street
Tannersville, NY 12485

ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve for the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 XI - AMENDMENT

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

ARTICLE XII - INDEMNIFICATION

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

ARTICLE XIII - BY-LAWS

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

ARTICLE XIV - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XV - SHAREHOLDER QUORUM AND VOTING

Fifty (50%) percent of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVI - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of telephone conference as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XVII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially in such amounts as may be determined by the Board of Directors.


Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which such shares may be

offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XVIII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors and/or 10% of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17 day of July, 1996.


JAY C. SALYER, JR., Incorporator

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

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JAY C. SALYER, JR. known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: _____ and that an oath (was)(was not) taken.

Witness my hand and official seal in the County and State last aforesaid this ____ day of _____, A.D. 19__.

(Notary Rubber Stamp Seal)

Notary Signature

Printed Notary Signature

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with § 607.0501, Florida Statutes, the following is submitted.

First that **SEA ESCAPE ENTERPRISES, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named:


Jay C. Salyer, Jr., 1699 S. Federal Highway, Suite 3B, Boca Raton, Florida 33432, as its agent to accept service of process within Florida.

Dated this 17 day of July, 1996.

SEA ESCAPE ENTERPRISES, INC.

By: 
JAY C. SALYER, JR., Secretary

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


JAY C. SALYER, JR.

FILED
SECRETARY OF STATE
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