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95 AUG 30 PM 9:37



PRINTER FILE
FEDERAL FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 068529 4359488

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 28, 1996

ORDER TIME : 12:44 PM

ORDER NO. : 068529

CUSTOMER NO: 4359488

200001935112
-08/28/96--01100--014
****122.50 ****122.50

CUSTOMER: J. Gregory Humphries, Esq
SMITH WILLIAMS & HUMPHRIES

201 East Pine, Suite 701

Orlando, FL 32801

DOMESTIC FILING

NAME: BOAT TREE II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

8/29/96

RECEIVED
95 AUG 28 PM 2:07
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
BOAT TREE II, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 20 AM 9:37

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name**

The name of this corporation shall be:

BOAT TREE II, INC.

**ARTICLE II
Existence of Corporation**

This corporation shall begin existence on the date of filing of these Articles with the Secretary of State, Department of Corporation for the State of Florida and shall have perpetual existence.

**ARTICLE III
Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
General Powers**

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the power granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring, at his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares of Class A common capital stock having a par value of \$1.00 per share, and 10,000 shares of Class B common capital stock having a par value of \$1.00 per share. Each of the said shares of Class A common capital stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The holders of the Class B common capital stock shall have no voting rights. Each share of Class A common capital stock and of Class B common capital stock shall participate equally with every other share of such stock in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 201 East Pine Street, Suite 701, Orlando, Florida 32801, and the name of the corporation's registered agent is J. Gregory Humphries. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

The corporation's principal place of business and mailing address is 2226 Paseo Avenue, Orlando, FL 32805.

ARTICLE VII **Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of the person who is to serve as the sole member thereof is as follows:

Name

Joe G. Pozo, Jr.

Address

2226 Paseo Avenue
Orlando, FL 32805

ARTICLE VIII
Incorporator

The name and address of the incorporator of this corporation is as follows:

Name

J. Gregory Humphries

Address

201 East Pine Street, Suite 701
Orlando, Florida 32801

ARTICLE IX
Amendment of Articles of Incorporation

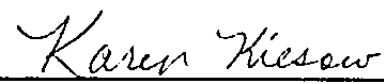
The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


J. Gregory Humphries

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 27th day of August, 1996, by J. Gregory Humphries, who is personally known to me ~~or who has~~ produced _____ as identification and who did (did not) take an oath.


Karen Kiesow
Notary Public - State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
STATE
CORPORATIONS
AUG 22 4 19 37

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted: BOAT TREE II, INC., (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated J. Gregory Humphries as its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 East Pine Street, Suite 701, Orlando, Florida 32801.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 27th day of August, 1996.



J. Gregory Humphries



P96000071851

ACCOUNT NO. : 072100000032

REFERENCE : 263184 4359488

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 18, 1997

ORDER TIME : 9:57 AM

ORDER NO. : 263184-005

CUSTOMER NO: 4359488

CUSTOMER: J. Gregory Humphries, Esq
Smith Williams & Humphries
201 East Pine, Suite 701

Orlando, FL 32801

100002090811--6
-02/18/97--01086--018
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: BOAT TREE II, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

FILED
97 FEB 18 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WC
FPG
2/18

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
BOAT TREE II, INC.**

WHEREAS, the Articles of Incorporation of Boat Tree II, Inc. were filed with and approved by the Secretary of State of Florida on August 28, 1996 and assigned Document Number P96000071851; and

WHEREAS, it is the intention of the Sole Director and the Sole Shareholder of Boat Tree II, Inc. that the Articles of Incorporation of Boat Tree II, Inc. be amended effective the date this Amendment is filed with the Secretary of State of Florida, in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to the Articles of Incorporation of Boat Tree II, Inc. hereinafter set forth was approved by the Sole Director and the Sole Shareholder of Boat Tree II, Inc. pursuant to the provisions of Florida Statutes, Section 607.1006, on the 15th day of February, 1997; and

WHEREAS, the stock certificates reflecting the name of Boat Tree II, Inc. will be exchanged for stock certificates reflecting the new name without any other change in number, par value or voting rights; and

WHEREAS, the approval of the Secretary of State of Florida of the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of Boat Tree II, Inc. are hereby amended effective the date this Amendment is filed with the Secretary of State of Florida, by deleting in its entirety the present Article I and by substituting therefor the following, to-wit:

"ARTICLE I

The name of the corporation shall be:

AQUATIC SPORTS TRAINING, INC."

IN WITNESS WHEREOF, this Amendment to Articles of Incorporation is hereby executed on behalf of Boat Tree II, Inc. by its President and Secretary this 15th day of February, 1997.

BOAT TREE II, INC.

By: _____

Joe G. Pozo, Jr., President

By: _____

Joe G. Pozo, Jr., Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15th day of February, 1997, by Joe G. Pozo, Jr., as President and Secretary of the corporation, who is personally known to me (or who has produced _____ as identification) and who did (did not) take an oath.

SEAL

J. Gregory Humphries
Printed Name: J. Gregory Humphries
Notary Public - State of Florida
Expires: _____



J. GREGORY HUMPHRIES
MY COMMISSION # CC346436 EXPIRES
February 17, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
97 FEB 18 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**JOINT ACTION BY WRITTEN CONSENT
OF THE SOLE DIRECTOR AND THE SOLE SHAREHOLDER
OF
BOAT TREE II, INC.**

The undersigned, being the sole Director and the sole Shareholder of Boat Tree II, Inc., a Florida corporation (the "Corporation") waives all requirements of notice, consents to the corporate action specified below and adopts the following resolution by written consent, without a meeting, pursuant to Sections 607.0821 and 607.0704, Florida Statutes:

RESOLVED, that it is advisable and in the best interests of the Corporation that Article I of the Articles of Incorporation be deleted in its entirety and replaced with the following:

"ARTICLE I

Name

The name of this corporation shall be:

AQUATIC SPORTS TRAINING, INC."

IN WITNESS WHEREOF, we, the undersigned, have subscribed our names as the sole Director and the sole Shareholder of the Corporation and have caused the corporate seal of the Corporation to be affixed this 15th day of February, 1997.



Joe G. Pozo, Jr.
Sole Director



Joe G. Pozo, Jr.
Sole Shareholder