

P96 0000 82031
Honfleur, Inc.

6307 Waxmyrtle Circle • Tamarac, FL 33319 • Phone (305) 735-0771 Fax (305) 735-0866

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

FILED
96 SEP 30 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 25, 1996

Att: New Filings Section

900001960559
-10/01/96--01061--005
****367.50 ****122.50

Re: Waterworld Activities, Inc.
Ocean Activities, Inc.
Odyssey Leasing, Inc.

Gentlemen:

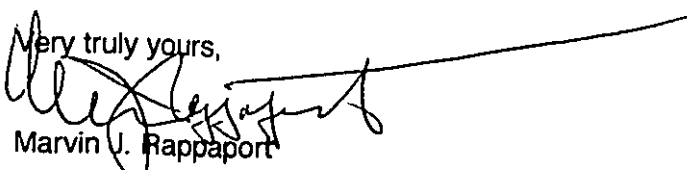
Enclosed herewith please find original and one copy of proposed Articles of Incorporation for each of the three (3) above-captioned proposed new Corporations.

Also find enclosed check payable to the order of Florida Department of State in the sum of \$367.50 representing payment in full for all of the various fees relating to the incorporation of all three (3) entities. I understand the fee is \$122.50 for each Incorporation.

Kindly return Receipt for each Corporation together with stamped copy of each Articles of Incorporation.

Thank you for your prompt attention hereto.

Very truly yours,


Marvin J. Rappaport

RECEIVED OCT 4 1996

ARTICLES OF INCORPORATION
OF
ODYSSEY LEASING, INC.

FILED
96 SEP 30 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, do hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be ODYSSEY LEASING, INC.

ARTICLE II

The purposes and general nature of the business to be conducted and transacted by the Corporation shall be as follows:

A. To engage in the business of leasing boats and vessals and other means of transpotation.

B. To do and transact any and all business as permitted under the laws of the State of Florida and the United States of America.

Without limiting any of the purposes, powers and objectives of this Corporation, it is expressly declared and provided that this Corporation shall have the power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objectives hereinabove specified, to make and perform contracts of any kind and description and to do any and all other acts and things and to exercise any and all powers, either as principal, agent, or broker, conferred by the laws of Florida upon Corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III

The number of shares of stock that this Corporation is authorized to have outstanding at any time is one thousand (1000) shares of ten (.10) cents par value.

ARTICLE IV

The amount of capital with which this Corporation shall begin business shall be One Hundred (\$100.00) Dollars.

ARTICLE V

The existence of this Corporation shall be perpetual.

ARTICLE VI

The principal office of this Corporation shall be located at 80001 Overseas Highway, Islamorada , Florida 33036, County of Monroe, State of Florida.

ARTICLE VII

The number of Directors of the Corporation shall be one (1). The number of Directors may be increased or diminished from time to time in the manner set forth by the By-laws adopted by the Stockholders but shall never be less than one.

ARTICLE VIII

The name and address of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-laws, and the laws of the State of Florida, hold office for the first year of the Corporation's existence, or until his successors shall have been elected and qualified , is as follows:

MARVIN J. RAPPAPORT, 6307 Waxmyrtle Circle,
Tamarac, Florida 33319, BROWARD COUNTY, STATE OF
FLORIDA.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

ARTICLE IX

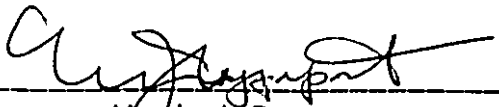
Pursuant to Chapter 48.091, Florida statues, the following is submitted, in compliance with said Act:

That ODYSSEY LEASING, INC., desiring to organize under the laws of the State of Florida, with its principal office indicated in the Articles of Incorporation at 80001 Overseas Highway, Islamorada, Florida, County of Broward, State of Florida, has named MARVIN J. RAPPAPORT, 6307 Waxmyrtle Circle, Tamarac, Florida 33319, as Agent to accept service of process within this State.

ARTICLE X

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at a p l a c e designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Marvin J. Rappaport

ARTICLE XI

The names and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

MARVIN J. RAPPAPORT, 6307 Waxmyrtle Circle, Tamarac, FL. 33319 (1000 SHARES).

ARTICLE XII

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and
this 25th day of September of 1996.


Marvin J. Rappaport

STATE OF FLORIDA :
COUNTY OF BROWARD:

FILED
96 SEP 30 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, this day personally appeared before me, MARVIN J. RAPPAPORT, to me known, and known to me to be the person named in and who executed these Articles of Incorporation, and he duly acknowledged that the matters contained therein are true and correct; and that he has executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, the 25th day of SEPTEMBER, 1996


NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



DOTTIE S. RAPPAPORT
MY COMMISSION # CC 245188 EXPIRES
December 10, 1996
BONDED THRU TROY FAIR INSURANCE, INC.