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NAME: BAREFOOT WATERSPORT, INC.  
AUDIT NUMBER.....H96000014038

DOC TYPE.....FLORIDA FRONT CORPORATION OR F.A.

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**ARTICLES OF INCORPORATION  
OF**

**BAREFOOT WATERSPORT, INC.**

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation is: BAREFOOT WATERSPORT, INC.

**ARTICLE II. NATURE OF BUSINESS**

The Corporation may engage in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

**ARTICLE IV. TERMS OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE V. ADDRESS**

The initial principal office of this Corporation in the State of Florida is:  
C/O HOWARD JOHNSON RESORT  
13351 OVERSEAS HIGHWAY  
MARATHON, FL 33050

**ARTICLE VI. REGISTERED AGENT**

The Initial Registered Agent is: MARY PIER MARTIN  
C/O HOWARD JOHNSON RESORT  
13351 OVERSEAS HIGHWAY  
MARATHON, FL 33050

Which is also known as the registered office.

-1-

MARY PIER MARTIN  
499 E. Sheridan st. # 310  
Dania Fl. 33004 TEL. 305-925-0435

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#### ARTICLE VII. DIRECTORS

The Corporation shall have two directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are:

MARY PIER MARTIN  
13351 OVERSEAS HIGHWAY  
MARATHON, FL 33051

CHRISTIAN PLEIGNET  
13351 OVERSEAS HIGHWAY  
MARATHON, FL 33051

#### ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

#### ARTICLE IX. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, 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 X. INCORPORATORS

The name and address of the persons signing these Articles are:

MARY PIER MARTIN  
13351 OVERSEAS HIGHWAY  
MARATHON, FL 33051

CHRISTIAN PLEIGNET  
13351 OVERSEAS HIGHWAY  
MARATHON, FL 33051

#### ARTICLE XI. AMENDMENT

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

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 7 TH day of OCTOBER 1996

STATE OF FLORIDA )  
:SS  
COUNTY OF BROWARD )

*Mary Pier Martin*  
Incorporator  
MARY PIER MARTIN  
*Christian Pleignet*  
Incorporator  
CHRISTIAN PLEIGNET

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared:

**MARY PIER MARTIN & CHRISTIAN PLEIGNET**  
known to me to be the person described as incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 7TH day of ~~SEPTEMBER~~ **SEPTEMBER** 1996  
OC 70

My Commission Expires:

*Denis Gauthier*  
Notary Public, State of Florida at Tallahassee

**DENIS GAUTHIER**  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXP. JUNE 24 1997  
NO. CC 897272  
BONDED THRU GENERAL INS. UND.

I MARY PIER MARTIN by execution hereof, accept the designation as Registered Agent of this Corporation

*Mary Pier Martin*  
MARY PIER MARTIN

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