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TALLAHASSEE, FL 32301
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PRENTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 115789 7114950

AUTHORIZATION : *Patricia Pyzdek*

COST LIMIT : \$ 70.00

ORDER DATE : October 10, 1996

ORDER TIME : 10:36 AM

ORDER NO. : 115789

CUSTOMER NO: 7114950

CUSTOMER: Mr. Edward G. Jennings
MR. EDWARD G. JENNINGS

500001970755

418
950 North Collier Boulevard
Marco Island, FL 34145

DOMESTIC FILING

NAME: GULF SHORES AQUATICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS: _____

N HENDRICKS OCT 10 1996

FILED
96 OCT 10 PM 2:51
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 10 PM 2:19
DIVISION OF CORPORATION
File

Gulf Shores Aquatics, LLC
950 N. Collier Blvd., #418
Marco Island, Florida 34145

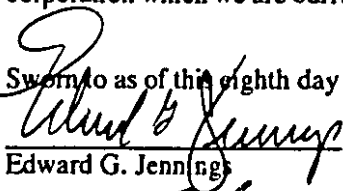
October 8, 1996

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

Gentlemen:

We, the members of Gulf Shores Aquatics, LLC, a Florida limited liability company ("Gulf Shores"), hereby notify you that Gulf Shores is currently being dissolved, and that we hereby release the use of the name Gulf Shores Aquatics for use by Gulf Shores Aquatics, Inc., a Florida corporation which we are currently forming in connection with the dissolution of Gulf Shores.

Sworn to as of this eighth day of October, 1996.


Edward G. Jennings


Brian E. Calhoun

Articles of Incorporation
of
Gulf Shores Aquatics, Inc.
(a Florida corporation)

FILED
95 OCT 10 PM 2:51
CLERK OF COURT
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I - Name

The name of the corporation shall be: Gulf Shores Aquatics, Inc.

Article II - Purpose

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

Article III - Principal Office

The principal place of business and mailing address of this corporation shall be:

3745 Tamiami Trail East
Naples, Florida 34114

Article IV - Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock, par value \$.01 per share.

Article V - Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

Edward G. Jennings
950 N. Collier Blvd., #418
Marco Island, Florida 34145

Article VI - Indemnification

The corporation shall, to the fullest extent permitted by the laws of Florida, including but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the corporation and may, in the discretion of the Board of Directors of the corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or

otherwise. No provision of these articles of incorporation is intended by the corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

Article VII - Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

Kenneth Veneziano, Esq.
950 N. Collier Blvd., #402
Marco Island, Florida 34145

The undersigned incorporator has executed these Articles of Incorporation this 8th day of October, 1996.


Kenneth Veneziano, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Gulf Shores Aquatics, Inc.
2. The name and address of the registered agent and office is:

Edward G. Jennings
(NAME)

950 N. Collier Blvd., #418
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

MARCO Island, FL 34145
(CITY/STATE/ZIP)

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96 OCT 10 PM 2:51
TALLAHASSEE, FLORIDA

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

Edward G. Jennings
(SIGNATURE)

10/8/96
(DATE)