

196000094922

MAGUIRE, VOORHIS & WELLS, P.A.

Attorneys at Law

TWO SOUTH ORANGE PLAZA
2 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801
TELEPHONE (407) 244-1100
FACSIMILE (407) 423-8790

DIRECT DIAL
(407) 244-1139
FACSIMILE:
(407) 848-8833
INTERNET:
RHAYES@MVW.COM

MAILING ADDRESS:
P.O. BOX 633
ORLANDO, FLORIDA 32802

ROSEMARY H. HAYES

November 15, 1996

500002008265--2
-11/19/96--01132--016
****122.50 ****122.50

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Seaside Adventures, Inc.

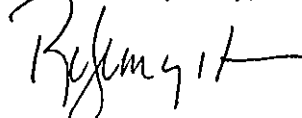
To the New Filing Section:

Please find enclosed the following for filing:

1. Original Articles of Incorporation with attached Acceptance of Registered Agent.
2. A check in the amount of \$122.50 for the required filing fee.
3. A copy of the original Articles for you to certify.
4. Self-addressed, stamped envelope for your ease in returning the certified copy to me.

Thank you for your assistance. If you should have any questions on the above, please do not hesitate to contact me.

Yours very truly,



Rosemary H. Hayes

RHH/jlm
Enclosures
L:\lit\127\form\corp.ltr

NOV 20 1996

BSB

FILED
96 NOV 18 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SEASIDE ADVENTURES, INC.

FILED
95 NOV 18 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation to form a corporation under the laws of the Florida Business Corporation Act.

ARTICLE I

Name. The name of this corporation is:
SEASIDE ADVENTURES, INC.

ARTICLE II

Principal Office. The principal office and mailing address of this corporation is 2520 N. CR 427, Suite 148, Longwood, Florida 32750.

ARTICLE III

Business and Activities. This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V

Term of Existence. This corporation shall have perpetual existence.

ARTICLE VI

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is 2520 N. CR 427,

Suite 148, Longwood, Florida 32750, and the name of the initial registered agent of the corporation at that address is Janice L. Downs.

ARTICLE VII

Number of Directors. This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Clayton W. Kilgore	2520 N. CR 427, Suite 148 Longwood, Florida 32750
Janice L. Downs	2520 N. CR 427, Suite 148 Longwood, Florida 32750

ARTICLE IX

Incorporator. The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
Clayton W. Kilgore	2520 N. CR 427, Suite 148 Longwood, Florida 32750

ARTICLE X

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of the corporation.

ARTICLE XI

Amendment to Articles. 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 shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made

ARTICLE XII

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


ARTICLE XIII

Preemptive Rights. Every shareholder, upon the sale of any additional 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.


CLAYTON W. KILGORE,
Incorporator

ACCEPTANCE OF REGISTERED AGENT

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.


JANICE L. DOWNS,
Registered Agent

Dated: November 15, 1996

L:\lit\127\sunshine\regis.agn

FILED
96 NOV 18 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA