



Action Paralegal Service

7000 Lake Underhill Road
Orlando, Florida 32822

407-658-7606

November 25 1996

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

RE: Corporation for Parrotfish Holding Inc.

Dear Clerk:

Enclosed please find the Article of Incorporation and Registered Agent for **PARROTFISH HOLDING, INC.** Also enclosed is check # 1077 for seventy dollars, (\$70.00) to cover the cost of recording.

If you have any questions contact me at Action Paralegal Service (407) 658-7606.

Sincerely,

Enclosure
Article of Incorporation
Registered Agent
Check # 1077

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*****70.00 *****70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC -2 AM 10:52

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ARTICLES OF INCORPORATION
FOR

PARROTFISH HOLDING, INC.

The undersigned, acting as incorporator of a corporation pursuant to chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

PARROTFISH HOLDING, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

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

435 DOUGLAS AVE. SUITE 2005
ALTAMONTE SPRINGS, FL 32714

ARTICLE III PURPOSE

The specific purpose(s) for which the corporation is organized is (are):

MARKETING AND PROMOTION OF MEMBERSHIP INTERESTS OF PRIVATE CLUB AND CAMP GROUND

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

By majority or officers

OFFICERS DUTIES AND PERCENT OF OWNERSHIP OF CORPORATION

CHARLES R. HELSABECK, President, 52%
GEORGE E. ELDER, Vice-President, 18%
THEODORE S. MAHONEY, Treasurer, 18%
BRIAN D. KEITHAN, 18%

ARTICLE V COMMON STOCK

There will be 100 shares of common stock with no par value held by the following:

Charles R. Helsabeck, 52% of the stock
George E. Elder, 18% of the stock
Theodore S. Mahoney, 18%, of the stock
Brian D. Keithan, 18%, of the stock

ARTICLE VI LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 607.0302, Florida Statutes.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

CHARLES R. HELSABECK, 435 Douglas Ave. #2005, Atltamonte Springs, FL 32714

ARTICLE VII INCORPORATOR

The name and street address of the Incorporator for these Article of Incorporation is:

CHARLES R. HELSABECK, 435 Douglas Ave. #2005, Atltamonte Springs, FL 32714

The undersigned Officers of the corporation have executed these Articles of Incorporation this 25th day of November, 1996.

Signature of the Officers

Charles R. Helsabeck

CHARLES R. HELSABECK
Typed name of Incorporator signing
and President

George E. Elder

GEORGE E. ELDER
Typed name of Vice-President

Brian D. Keithan

BRIAN D. KEITHAN

Typed name of Secretary

Theodore S. Mahoney

THEODORE S. MAHONEY

Typed name of Treasurer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

96 DEC -2 AM 10:52

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement is designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

PARROTFISH HOLDING, INC.

2. The name of and address of the registered agent and office is:

CHARLES R. HELSABECK, 435 Douglas Ave. #2005, Altamonte Springs, FL 32714

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATION 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.

SIGNATURE: Charles R. Helsabeck

DATE _____