

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0393 FAX

800-342-8086



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P96000 103032

ACCOUNT NO. : 072100000032

REFERENCE : 198607 9081A

AUTHORIZATION :

COST LIMIT : \$ 70.00 PPD

ORDER DATE : December 23, 1996

ORDER TIME : 9:43 AM

ORDER NO. : 198607-005

CUSTOMER NO: 9081A

900002035899--1
-12/23/96--01016--015
*****70.00 *****70.00

CUSTOMER: Adrian P. Thomas, Esq
MACLEAN & EMA
2600 Ne 14th Street Causeway
Pompano Beach, Florida 33062

DOMESTIC FILING

NAME: NEW WORLD AQUATIC ADVENTURES,
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: Michael E. Klunk

EXAMINER'S INITIALS:

FILED

96 DEC 23 PM 1:59

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA 96 DEC 23 AM 10:30

DIVISION OF CORPORATION
12-23-96
Jmc

ARTICLES OF INCORPORATION
OF
NEW WORLD AQUATIC ADVENTURES, INC

FILED

96 DEC 23 PM 1:59

SECRETARY OF STATE
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

The name of the corporation shall be NEW WORLD AQUATIC ADVENTURES, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting right s and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or

out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose names and addresses are as follows:

Adam Lange Marani
1091 N.E. 27th Terrace
Pompano Beach, Florida 33062

Harold Edward Tomey
1091 N.E. 27th Terrace
Pompano Beach, Florida 33062

ARTICLE X

The initial registered agent of the corporation is Adrian P. Thomas. The street address of the corporation's initial registered office is 2600 NE 14th Street Causeway, Pompano Beach, Florida 33062.

ARTICLE XI

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

1091 N.E. 27th Terrace
Pompano Beach, Florida 33062

ARTICLE XII

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

Adam Lange Marani
1091 N.E. 27th Terrace
Pompano Beach, Florida 33062

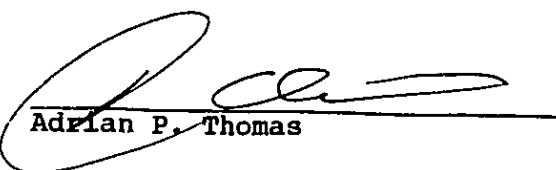
The undersigned incorporator has executed these Articles of Incorporation this 20th day of December, 1996.



Adam Lange Marani, Incorporator

DESIGNATION OF REGISTERED AGENT
FOR NEW WORLD AQUATIC ADVENTURES, INC

I, Adrian P. Thomas, having been appointed Registered Agent of NEW WORLD AQUATIC ADVENTURES, INC, do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 20th day of December, 1996.


Adrian P. Thomas