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THOMAS J. DOWDELL, III

ATTORNEY AT LAW

POST OFFICE BOX 522376
MARATHON SHORES, FL 33052-2376

11300 OVERSEAS HIGHWAY
MARATHON, FL 33060-3485
AREA 305-743-6578
(FAX 305-743-8498)

December 24, 1996

EFFECTIVE DATE

1-8-97

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12/27/96--01035--010
****122.50 ****122.50

Secretary of State
Division of Corporations, PL02 The Capitol
Tallahassee, FL 32399

CLEAR BOTTOM BOATS, INC.

Re: SPAS, INC.

Dear Sir:

I am enclosing herewith an original and a copy of Articles of Incorporation for the referenced Corporation. In addition, enclosed is my check for \$122.50 which represents the following fees:

| | |
|---------------------------|--------------|
| Filing Fee..... | \$ 35.00 |
| Certified Copy..... | 52.50 |
| Registered Agent Fee..... | <u>35.00</u> |

TOTAL..... \$122.50.

Please file the original of the enclosed Articles of Incorporation.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,

Thomas J. Dowdell, III

TJD:mpl

Enclosures

FILED
97 JAN 14 AM 9:21
SECRET
TALLAHASSEE, FLORIDA

W-27301
KR 12.31

1-15-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1996

THOMAS J DOWDELL, III, ESQ
POST OFFICE BOX 522376
MARATHON SHORES, FL 33052-2376

SUBJECT: SPAS, INC.
Ref. Number: W96000027301

We have received your document for SPAS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 496A00057853

ARTICLES OF INCORPORATION
OF
CLEAR BOTTOM BOATS, INC.

FILED
97 JAN 14 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. NAME. The name of this corporation is CLEAR BOTTOM BOATS, INC.
2. ADDRESS OF CORPORATION. The principal office address and mailing address of the corporation is 11300 Overseas Highway, Marathon, Florida 33050.
3. DURATION. The date corporation existence shall commence is the date of the subscription and acknowledgment of these articles. The period of its duration is perpetual.
4. PURPOSE. The purpose is to engage in any activities or businesses permitted under the laws of the United States and Florida.
5. CAPITAL STOCK. The corporation is authorized to issue 10,000 shares, all of one class, at TEN DOLLARS (\$10.00) par value.
6. INITIAL REGISTERED OFFICE AND AGENT. The name and address of the initial registered agent and registered office of this corporation is as follows:

THOMAS J. DOWDELL, III
11300 Overseas Highway
Marathon, Florida 33050-3465
7. INITIAL BOARD OF DIRECTORS. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|---|
| THOMAS J. DOWDELL, III | 11300 Overseas Highway Marathon, FL 33050-3465 |
| MARISOL GARCIA | 701 91st Street, Ocean Marathon, FL 33050 |

8. INCORPORATORS. The names and addresses of the Incorporators signing these Articles of Incorporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|---|
| THOMAS J. DOWDELL, III | 11300 Overseas Highway Marathon, FL 33050-3465 |
| MARISOL GARCIA | 701 91st Street, Ocean Marathon, FL 33050 |

9. BYLAW AMENDMENT. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

10. INDEMNIFICATION. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. INFORMAL ACTION OF DIRECTORS. If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. AMENDMENT OF ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or an amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

13. PREEMPTIVE RIGHTS. Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares)

of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

14. RESTRICTION ON TRANSFER.

A. The stockholders shall not encumber or dispose of their stock in the corporation now owned or hereafter acquired by them as follows:

(1). The stockholder desiring to dispose of his stock must first obtain the written consent of the other stockholder or stockholders.

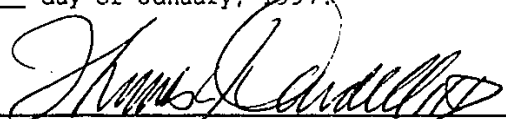
(2). In the absence of such written consent, the stockholder desiring to dispose of his stock must give thirty (30) days written notice by registered mail to the other stockholder or stockholders of his intention to make such disposition. The other stockholder or stockholders shall have the option within thirty (30) days to purchase said stock, or their prorata share of all such stock. In any event, no stock in the corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered for sale to each of the other stockholders or the corporation. The purchase price shall be the book value of the stock as of the date of the notice.

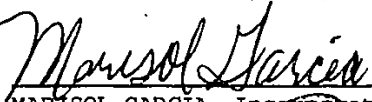
B. Upon the death of any stockholder, the surviving stockholder or stockholders shall have the option to purchase all the shares of stock of the corporation owned by the decedent by serving written notice on the

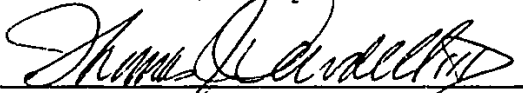
administration or personal representative of the decedent within thirty (30) days after the qualification of such administrator or personal representative. The purchase price shall be computed as provided in paragraph A.(2) above.

C. The certificates of stock of the corporation issued shall bear reference to the restrictions relating to transfer and option in the event of death as set forth in paragraphs A.(2) and B, above.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 8th day of January, 1997.


THOMAS J. DOWDELL, III, Incorporator


MARISOL GARCIA, Incorporator



THOMAS J. DOWDELL, III, Resident Agent

STATE OF FLORIDA
COUNTY OF MONROE

Before me the undersigned authority, personally appeared THOMAS J. DOWDELL, III, and MARISOL GARCIA, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

8th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of January, 1997.




MARGUERITE P. LEWIS
NOTARY PUBLIC, State of Florida

My commission expires: 2/20/97

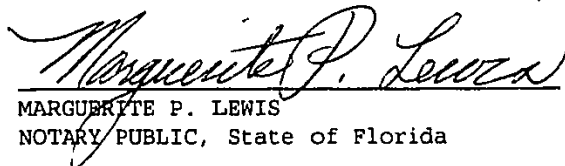
STATE OF FLORIDA
COUNTY OF MONROE

Having been named as Resident Agent to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation, and I accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


THOMAS J. DOWDELL, III

Sworn to and subscribed to before me this 8th day of January, 1997.




MARGUERITE P. LEWIS
NOTARY PUBLIC, State of Florida

My Commission expires: 2/20/97

FILED
97 JAN 14 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA