

P97000018947

Florida Dept. of State
Division of Corporations
P.O. Box 6327
TALLAHASSEE, FL. 32314

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****122.50 ****122.50

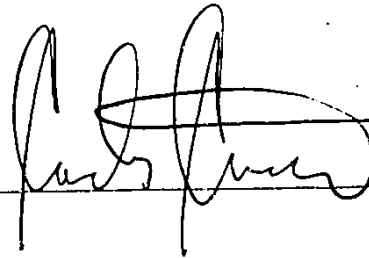
SUBJECT: Sea Sport Parasail, inc.

Enclosed please find the original copy of the certificate of incorporation for the above corporation. Also enclosed is a check in the amount of \$ 122.50.

FROM: Carlos Cruet
228 Buttonwood Ln.
Tavernier, FL. 33070
(305) 852-7245

ATT. Mailing Address
P.O. Box 1241
Tavernier, FL.
33070

Continue to



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 28 PM 2:25

FILED

WAT-4236
2/28/97
PH 2/28/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 21, 1997

CARLOS CRUCET
228 BUTTONWOOD LANE
TAVERNIER, FL 33070

SUBJECT: SEA SPORT PARASAIL, INC.
Ref. Number: W97000004236

We have received your document for SEA SPORT PARASAIL, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 597A00009326

*Received
2/28/97
Call
when
ready*

ARTICLES OF INCORPORATION

FILED

- Profit Corporation -

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The undersigned, desiring to form a corporation, for ^{SECRETARY OF STATE} TALLAHASSEE, FLORIDA hereby state the following:

FIRST: The name of the corporation shall be:

Sea Sport Parasail, inc.

SECOND: The place in the State of FLORIDA where its principal office is to be located is:

228 Buttonwood Ln. Tavernier, FL 33070
(305) 852-7245

THIRD: The purpose for which this corporation is formed is to engage in any lawful act or activity.

The corporation initially intends to engage in the business of:

Parasailing / watersports

FOURTH: The corporation shall have the authority to issue one class of stock. The classification and par value of each share shall be:

NO PAR Value

The number of shares which the corporation is authorized to have outstanding is:

100

FIFTH: The name and post office address of each incorporator(s) signing the Articles of Incorporation are as follows:

Carlos Cruet
228 Buttonwood Ln.
Tavernier Fl. 33070

SIXTH: The name and post office address of the initial Registered Agent for the corporation is:

Carlos Cruzet
228 Buttonwood Ln.
Tavernier FL 33070

SEVENTH: The governing Board of this corporation shall be known as its Directors. The Directors need not be Stockholders of the corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting, or such other time as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution(s) passed by a majority of the whole Board, designate one or more committees which to the extent provided in said resolution(s) or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee(s) shall have such name(s) as may be stated by the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such Officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation or any article therein.

The number of Directors may from time to time be increased or decreased in such a manner as shall be provided by the Bylaws of this corporation, providing that the number of Directors conform to the Statutes of the Corporation Law of this state.

The initial Board of Directors shall consist of one in number. The name(s) and post office address of each person(s) who are to serve as Director(s) until the first annual meeting of the Stockholders, or until their successor(s) are elected and qualified are:

Carlos Cruzet
228 Buttonwood Ln.
Tavernier FL 33070

EIGHTH: The private property of Shareholders, Directors, Officers, employees, and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever.

NINTH: The fiscal year of the corporation shall be from Jan. 1
to Dec. 31 each year.

TENTH: IN WITNESS THEREOF, I/WE HAVE SET MY/OUR HAND(S) THIS
27 DAY OF FEBRUARY, 1997.



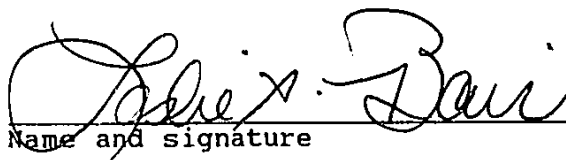
State of Florida

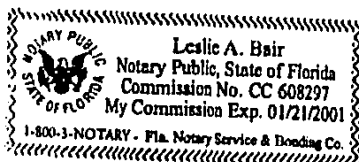
County of Monroe

SS.

On this day, before me, the undersigned authority, in and for
and residing in the above County and State, personally appeared
the Incorporators whose signatures appear above, are personally
known to me to be the same person(s) whose name(s) is/are
subscribed to the foregoing document, and, being duly sworn, they
verified that the information contained in the foregoing document
is true and correct on personal knowledge and acknowledged that
said document was signed as a free and voluntary act.

Subscribed and sworn to this 27th day of February, 1997.


Name and signature



My commission expires: Jan. 21, 2001

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

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Sea Sport Parasail inc.

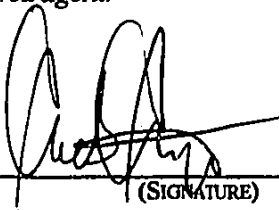
2. The name and address of the registered agent and office is:

Carlos Cruce
(NAME)

228 Buttonwood Ln.
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tavernier, FL. 33070
(CITY/STATE/ZIP)

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.


(SIGNATURE)

2/27/97
(DATE)