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THE LAW OFFICE OF KEN WARD, P.A.

701 South Bayshore Blvd. #101

Tampa, FL 33606

(813-251-4188)

(Fax 813-254-9462)

TO:

FROM:

DATE:

RE:

Secretary of State
Dining
2/25/97
New Corp

() For your information, no response necessary

() Please sign and return

() Please contact me immediately upon receipt

() Per our conversation

() Per your request

() Please place in line for payment 400002099464--2

() OTHER

-02/27/97--01030--003

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

Please file new
Corporation

FILED
SECRETARY OF STATE
TAMPA, FLORIDA
97 FEB 27 PM 10:26

84 MAR - 5 1997

ARTICLES OF INCORPORATION

OF

H2O ADVENTURES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 27 AM 10:26

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and hereby adopts the following Articles of Incorporation as the Charter of the corporation hereby organized.

ARTICLE I

NAME AND ADDRESS

The name and address of the Corporation is H2O Adventures, Inc., 701 S. Bayshore Blvd., Ste. 101, Tampa, Florida 33606.

ARTICLE II

DURATION

The corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation, unless terminated earlier.

ARTICLE III

PURPOSES AND POWERS

This corporation is organized for the purpose of engaging in all lawful business activities permitted to a Corporation under the Florida General Corporation Law, as in effect from time to time.

ARTICLE IV

CAPITAL STOCK

The amount of capital stock authorized shall consist of One Hundred Shares (100) of common voting stock with a par value of fifty cents (\$.50) each.

Dividends to shareholders may, in the discretion of the Board of Directors, be paid in cash or in property, but no dividend may be made which would impair the restricted or reserved unearned surplus of the Corporation, except as provided by Florida law.

ARTICLE V

SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the capital stock of the Corporation are not to be divided into classes.

ARTICLE VI

RESTRICTIONS ON TRANSFER

The Board of Directors may, in its discretion, include within the Bylaws of the Corporation restrictions on the transfers of shares of stock in the Corporation.

ARTICLE VII

NO SHARES ISSUED IN SERIES

The shares of the capital stock are not to be issued in series.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is 701 S. Bayshore Blvd., Ste. 101, Tampa,

Fl. 33606. The initial registered agent shall be Ken Ward, 701 S. Bayshore Blvd., Ste. 101, Tampa,

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by action of the board and in accordance with the provision of the Bylaws. The name and address of the initial director of this Corporation is:

Ken Ward, 701 S. Bayshore Blvd., Ste. 101, Tampa, Fl. 33606

ARTICLE X

MEETINGS

The shareholders and directors of this Corporation shall meet at least once annually at the corporation's principal office on the annual date of the execution of these articles or at such other time and place as may be provided in the Bylaws.

ARTICLE XI

OFFICERS

This Corporation shall have 3 officers: a president, a secretary and a treasurer, with such duties as shall be by the laws of the State of Florida. The initial officers and offices of this corporation are:

President/Secretary/Treasurer: Ken Ward

ARTICLE XII

BYLAWS

The Board of Directors may adopt and amend Bylaws for the corporation as provided in the Florida General Corporation Law, by majority vote.

ARTICLE XIII

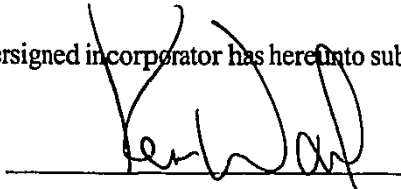
INCORPORATOR

The name and address of the incorporator of this corporation is Ken Ward, 701 S.
Bayshore Blvd., Ste. 101, Tampa, Fl. 33606

ARTICLE XIV
INDEMNIFICATION

This corporation shall indemnify any officer, director, of employee of the Corporation, or any
former officer, director or employee of the Corporation to the full extent permitted by the laws of
the State of Florida.

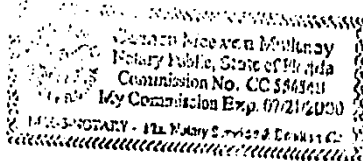
IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her name
this 18 day of February, 1997.

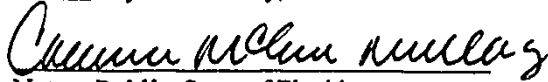


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, personally appeared Ken Ward, to me well known and known to me to be the
individual described in and who executed the foregoing articles of incorporation, under oath, and
acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 18 day of February, 1997




Notary Public, State of Florida
My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Section 48.091, Fla. Stat. (1985), the following is submitted:
H2O Adventures, Inc. to organize or qualify under the laws of the State of Florida, with its principal
place of business at 701 S. Bayshore Blvd., Ste. 101, Tampa, Fl. 33606 has named Ken Ward, Esq.,
701 S. Bayshore Blvd., Ste. 101, Tampa, Fl. 33606 as its agent to accept service of process within
the State of Florida.

By:  Date: 2/18/97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



Ken Ward

Dated: Feb 18, 1997

FILED
SECRETARY OF STATE
CORPORATIONS
97 FEB 27 11:10:26