5/06/97

PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET 4:22 PM

(((H97000007489 2)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305) 541-3694

FAX #: (305)541-3770

NAME: NELSON WATER SPORTS PRODUCTS, INC.

AUDIT NUMBER...... 197000007489

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 6

DEL.METHOD.. FAX

CERT. COPIES.....1

BST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>: Help F1 Option Menu F2

NUM Connect: 00:04:01

MAY Z = . 656

97 HAY -7 AH 8: 07
TÀLLAHALLE TYLORIDA

ARTICLES OF INCORPORATION

OF

NELSON WATER SPORT PRODUCTS, INC.

ARTICLE I - NAME

The name of this corporation is **NELSON WATER SPORT PRODUCTS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 6,000 shares of \$.00 par value common stock.

William F. Beggs, Esquire
Beggs and Vecchio, Attorneys
PH-A, 2929 East Commercial Boulevard
Fort Lauderdale, Florida 33308
(305) 772-5132
Bar No. 154637
H970 0 0 0 0 7 4 8 9

-1-

O

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase hise prorata share thereof (as nearly as may be cond without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - OUORUM FOR STOCKHOLDERS' MEETINGS

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VII - INITIAL PRINCIPAL AND REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 4782 N. E. 10th Avenue, Oakland Park, Florida 33334, and the name and address of the initial registered agent of this corporation is Doug Nelson, 4782 N. E. 10th Avenue, Oakland Park, Florida 33334.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director Initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Director is as follows:

NAME

ADDRESS

Doug Nelson

4782 N. E. 10th Avenue Oakland Park, Florida 33334

H97000007489

-2-

ARTICLE IX - OFFICERS

Doug Nelson - President/Secretary/ Treasurer

4782 N. E. 10th Avenue Oakland Park, Florida 33334

ARTICLE X - INCORPORATOR

The name and address of the Corporation's incorporator is:

NAME

ADDRESS

Doug Nelson

4782 N. E. 10th Avenue Oakland Park, Florida 33334

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly, or incidentially to services performed for the corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

ARTICLE XII - RESTRICTION ON TRANSFER OF CAPITAL STOCK

Unless otherwise provided in the corporation's by-laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

ARTICLE XIII - AMENDMENT

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

H97000007489

Z

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the ______ day of APRIL, 1997.

incorporator, DOUG NELSON

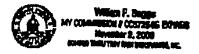
STATE OF FLORIDA

COUNTY OF BROWARD

THE FOREGOING INSTRUMENT was acknowledged before me this 30 day of APRIL, 1997, by DOUG NELSON, who is personally known to me and who has produced ______ as Identification and who did take an oath.

NOTARY PUBLIC

My Commission Expires:



H97000007489

-4-

Page Carp

97 H1Y -7 AN 8: 07

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That NELSON WATER SPORT PRODUCTS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 4782 N. E. 10th Avenue, Oakland Park, Florida 33334, has named DOUG NELSON, located at 4782 N. E. 10th Avenue, Oakland Park, Florida 33334, as its agent to accept service of process within this State.

<u>ACKNOWLEDGEMENT</u>

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Resident Agent DOUG NELSON

H97000007489

-5-