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FROM: EMPIRE CORPORATE KIT COMPANY

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CONTACT: RAY STORMONT

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NAME: NELSON WATER SPORTS PRODUCTS, INC.

AUDIT NUMBER.....H97000007489

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

CERT. OF STATUS..0

PAGES..... 6

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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

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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 his 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 - QUORUM 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:

<u>NAME</u>	<u>ADDRESS</u>
Doug Nelson	4782 N. E. 10th Avenue Oakland Park, Florida 33334

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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 incidentally 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.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this the 30 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:



William F. Briggs
MY COMMISSION # 00372846 EXPIRES
November 2, 2000
COMMERCIAL TRUST BANK, INC.

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

FILE
SACRAMENTO, CALIFORNIA

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.

ACKNOWLEDGEMENT

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.

BY:



Resident Agent
DOUG NELSON

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