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June 20, 1997

Via Certified Mail

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: New Filings

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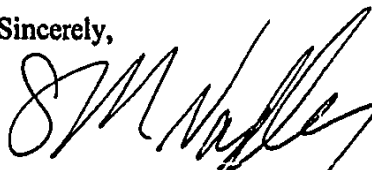
Ladies/Gentlemen:

Enclosed herein for filing please find two copies, one of which is manually executed, of the Articles of Incorporation of Dolphin Adventures, Inc. Also enclosed is a check, made payable to the Florida Department of State, for seventy dollars (\$70.00) to cover filing fees.

Please acknowledge receipt of this letter and its enclosures by stamping and returning in the envelope provided herein a copy of the enclosed Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,



Simon M. Nadler

FILED
97 JUN 24 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

cc: Mary Anne Duffus, Dolphin Adventures, Inc.

JUN 25

BSB

ARTICLES OF INCORPORATION

OF

DOLPHIN ADVENTURES, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST. The corporate name for the corporation (hereinafter called the "corporation") is Dolphin Adventures, Inc.

SECOND. The street address, wherever located, of the principal office of the corporation is 830 Siesta Drive, Sarasota, Florida 34231.

The mailing address, wherever located, of the corporation is 830 Siesta Drive, Sarasota, Florida 34231.

THIRD. The number of shares that the corporation is authorized to issue is 100, all of which are of a par value of \$1.00 dollar each and are of the same class and are Common Shares.

FOURTH. The street address of the initial registered office of the corporation in the State of Florida is 830 Siesta Drive, Sarasota, Florida 34231.

The name of the initial registered agent of the corporation at the said registered office is Mary Anne Duffus.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH. The name and address of the incorporator are:

NAME

ADDRESS

Mary Anne Duffus

830 Siesta Drive
Sarasota, Florida 34231

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors, in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:

To organize, develop, promote and conduct outdoor adventure, travel and related activities.

EIGHTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

NINTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on 6.5., 1997

Mary Anne Duffus
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

By: Mary Anne Duffus
Mary Anne Duffus

Date: 6.5.97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA