

P 970600 64445

LAW OFFICES OF
CONLIN & MAC MAHON, P.A.
P.O. BOX 500097
63 53RD STREET, OCEAN
MARATHON, FLORIDA 33050-0097

JOHN W. CONLIN
DERMOT P. MAC MAHON

1 July 1997

FILED
97 JUL 23 PM 2:08
TALLAHASSEE, FLORIDA
TELEPHONE (905) 73-7999
(905) 73-7241

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002231502--0
-07/07/97--01123--011
****122.50 ****122.50

Re: SEA-ALL WATERSPORTS, INC.

Ladies/Gentlemen:

Enclosed please find the Articles of Incorporation for SEA-ALL WATERSPORTS, INC. for filing with your office. Please endorse, certify and return the duplicate to us at your earliest convenience.

We have also enclosed our check in the amount of \$122.50 to cover the cost of filing.

Thank you for your cooperation.

Sincerely,

Dermot P. Mac Mahon

DERMOT P. MAC MAHON

DPM:sj

Enclosure

F. CHAMBERLAIN

JUL 25 1997

629-7-5777
6+2
797-57769

LAW OFFICES OF
CONLIN & MAC MAHON, P.A.*
P.O. BOX 500097
63 53RD STREET, OCEAN
MARATHON, FLORIDA 33050-0097

JOHN W. CONLIN
DERMOT P. MAC MAHON

July 22, 1997

Ms. Freida Chesser
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: SEE-ALL WATERSPORTS, INC.
Your Ref. Number: W97000015777

Dear Ms. Chesser:

Enclosed please find the original and one copy of the Articles of Incorporation for the above reference corporation which we have revised in accordance with your request.

Per your instruction, I have enclosed a copy of your letter dated July 8, 1997 concerning this matter.

Thank you for your assistance.

Sincerely,

Dermot P Mac Mahon

DERMOT P. MAC MAHON

DPM/pas
Enclosures

TELEPHONE
305 743-7999
FAX
305 743-7223
FILED
JUL 23 PM 2:03
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 8, 1997

DERMOT P MACMAHON ESQUIRE
P O BOX 500097
MARATHON, FL 33050-0097

SUBJECT: SEA-ALL WATERSPORTS, INC.
Ref. Number: W97000015777

We have received your document for SEA-ALL WATERSPORTS, 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 registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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 (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 597A00035290

ARTICLES OF INCORPORATION

FOR

SEA-ALL WATERSPORTS, INC.

FILED
97 JUL 23 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed by the incorporators for the purpose of forming a profit corporation pursuant to Chapter 607 of the Florida Statutes, known as the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is SEA-ALL WATERSPORTS, INC.

ARTICLE II

PURPOSES

The purpose or purposes for which the corporation is organized are as follows:

The corporation may engage in any and all aspects of a Jet Ski and Snorkel water sports facility or activities ancillary and incidental thereto.

The corporation may engage in any and all lawful activities, or businesses, permitted under the laws of the United States, State of Florida or any other state or country.

The corporation may lease, buy, sell, use, mortgage, improve, and otherwise deal in, and dispose of all such property, real and personal, as may be necessary or convenient in connection with the business of the Corporation.

The corporation may enter into, make and perform contracts of any kind, with any person, firm, or corporation, municipality, state, country, or dependency thereof.

The corporation may acquire, and make payment therefor in cash or in the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, corporation, or

association, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

IN GENERAL, the corporation may to do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden and with all the powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The total authorized capital stock is:

50,000 common shares, with par value of \$1.00

ARTICLE IV

VOTING RIGHTS OF STOCKHOLDERS

Each share of common stock shall be entitled to one vote on all matters that may properly come before the corporation. At each meeting for the election of Directors, each stockholder shall have as many votes as the number of shares of common stock owned by him, multiplied by the number of Directors to be elected at such meeting. These votes may be divided among the number of Directors to be elected by the stockholders in such proportion as the holder may desire.

ARTICLE V

DIVIDENDS

Each share of common stock shall share equally in any dividend, and any whole or partial liquidation of the corporation, voluntary or otherwise. Such dividends may be paid out of any fund legally available for such purpose.

ARTICLE VI

STOCK RESTRICTIONS

No stockholder shall sell, offer for sale, or attempt to transfer any of his stock, or mortgage, pledge, hypothecate or otherwise encumber any of his stock, nor shall the corporation be required to transfer any stock on the books of the corporation, except to other stockholders, (unless all the stockholders shall have first consented to such transfer), unless said stockholder shall have first offered his stock, in writing, to the corporation. The Corporation shall have a period of 120 days after such offer within which to elect to acquire the stock at a price equal to the book value of the stock on the date it is offered for sale.

ARTICLE VII

REGISTERED CORPORATE OFFICE AND RESIDENT AGENT

The address of the principal office is 59055 Overseas Highway, Marathon, FL 33050. The mailing address of the corporation is also at 59055 Overseas Highway, Marathon, Florida 33050.

The name of the registered agent is DERMOT P. MAC MAHON, whose address is Conlin & Mac Mahon, P.A., 63 53rd St., Ocean, Marathon, FL 33050.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is as follows:

RORY C. BROWN

59055 Overseas Highway
Marathon, FL 33050

ARTICLE IX

STOCKHOLDERS PRIVATE PROPERTY

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever, except as otherwise provided by statute.

ARTICLE X

AMENDMENTS

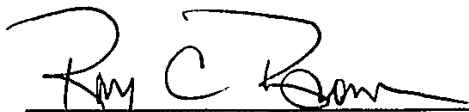
The corporation reserves the right to alter, amend, or repeal any provisions contained herein, and all right and powers herein conferred on the directors and stockholders herein are granted subject to this reservation.

ARTICLE XI

SECTION 1244 INTERNAL REVENUE CODE

The capital stock of the corporation shall be issued in accordance with a written plan whereby such stock shall qualify as "Section 1244 Stock" under Section 1244, of the United States Internal Revenue Code, and the corporation shall qualify as a "Small Business Corporation" under said Section 1244.

These Articles of Incorporation are hereby executed this 1st day of July, 1997.


RORY C. BROWN

ACKNOWLEDGMENT

STATE OF FLORIDA)

) SS.

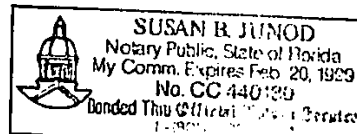
COUNTY OF MONROE)

I HEREBY CERTIFY that RORY C. BROWN, who is personally known to me, personally appeared before me and acknowledged before me that he is the Incorporator of SEA-ALL WATERSPORTS, INC., a Florida corporation; that he executed the foregoing Articles of Incorporation for and on behalf of said corporation, and that the statements contained therein are true and correct.

WITNESS my hand and official seal in the State of Florida and County aforesaid, this 15 day of July, 1997.

~~NOTARY PUBLIC~~

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, the designated resident agent for this corporation, hereby acknowledges that he is familiar with, and accepts the duties and responsibilities as registered agent for said corporation.

Dermot P. Mac Mahon

DERMOT P. MAC MAHON
63 53rd Street, Ocean
Marathon, FL 33050

DATED: 22 July 1997

FILED
97 JUL 23 PM 2:03
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA