CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

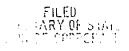
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ARTICLES OF INCORPORATION

97 SEP 10 AM 10: 46

OF

Schooner Watersports, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Schooner Watersports, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 12130 SE 47 Ave, Belleview, FL 34420.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Mitchell Denker, 12130 SE 47 Ave, Belleview, FL 34420.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Dennis Dercole, President, 2200 Fogarty Ave, Key West, FL 33040.

The undersigned has executed these Articles of Incorporation this 10th day of September 1997.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE 97 SEP 10 AM 10:46

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the the state of Florida, submits the following o f in designating the registered office/registered statement agent, in the state of Florida.

١.	The	name	of th	ie corpo	oration	is: Scho		ner Waterspor	ts, Inc.	
 2 .	T'h	e name	e and	street	address	of	the	registered	agent	and
				Denker						
				47 Ave						
		Bel	leview	, FL 344	20					

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE THIS CERTIFICATE, I HEREBY ACCEPT THE DESIGNATED IN 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.

Mitchell Derku