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CORPORATION N	NAME(S) & DOCUMENT N	I TUMBER(S), (if known):
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NEWIFILINGS	AMENDMENTS	4000023436641 -11/10/9701176007 -11/10/97-01176007
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/	Director
Limited Liability	Change of Registered Agent	
Domestication	Dissolution/Withdrawal	
Other	Merger	
OTHER FILINGS	REGISTRATION/ QUALIFICATION	
Annual Report	Foreign	
Fictitious Name	Limited Partnership	
Name Reservation	Reinstatement	
	Trademark	- 1991
	Other	NON 1 3 1991
CR2E031(1/95)		Examiner's Initials

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ARTICLES OF INCORPORATION

FILED

OF CLASS CLOWN, INC.

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SECRETARY OF STATE

The undersigned, for the purpose of forming a corporationShiderORDA Florida Business Corporation Act hereby adopt the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation is CLASS CLOWN, INC.

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The corporation is formed to provide Boating Services and to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 7,500, all of which shall be common shares with a par value of \$1.00

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE & MAILING ADDRESS

The principal place of business, registered office and mailing address of the corporation is 404 Bayside Avenue, Naples, Florida 34108, and the name of the initial registered agent at such address is Gavin J. Widom. The registered offices' phone number is 941-594-7125.

ARTICLE VI

MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

<u>ARTICLE VII</u>

INCORPORATORS, SUBSCRIBERS, STOCKHOLDERS AND OFFICERS

The initial subscribers, stockholders and officers are:

Gavin J. Widom President, Treasurer 404 Bayside Avenue Naples, Florida 34108

Susan E. Widom 404 Bayside Avenue Naples, Florida 34108 Vice President, Secretary

ARTICLE VIII

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence when these Articles are filed with the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, I	have subscribed my name this day of	
Movember	, 1997	
	Gavin J. Widom President	
Treasurer	Sugan E. Widom, Vice President,	
Treasurer	Juin Wh	

STATE OF FLORIDA

On this ____ day of ______, 1997,

before me personally appeared Gavin J. Widom, Florida Drivers License Number $\underline{W350290554590}$, and Susan E. Widom, Florida Drivers License Number $\underline{C420785637490}$, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



My Commission Expires: (2/17/99

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

97 NUV 10 PM 2:28 Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the following is submitted in compliance AMASSEE, FLORIDA said act:

That CLASS CLOWN, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the County of COLLIER, State of Florida, has named Gavin J. Widom, located at 404 Bayside Avenue, Naples, Florida 34108, County of COLLIER, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Gavin J. Wildom Date