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THOMAS J. DOWDELL, III

ATTORNEY AT LAW

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MARATHON SHORES, FL 33052-2376

FEDERAL EXPRESS No. 5287470204

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11300 OVERSEAS HIGHWAY
MARATHON, FL 33050-3465

AREA 305-743-6578

(FAX 305-743-9498)

November 15, 1997

EFFECTIVE DATE

11-13-97

Secretary of State
Division of Corporations, The Capitol, PL-02
P. O. Box 6327
Tallahassee, FL 32399-6327

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(5) -11/17/97--01116--013
*****70.00 *****70.00

Re: WATERWORLD OF KEY WEST, INC.

Dear Sir:

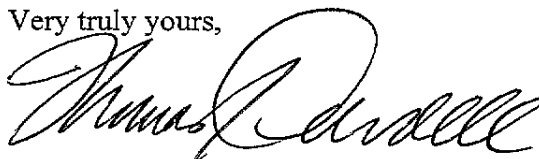
I am enclosing herewith the original Articles of Incorporation for the referenced Corporation. In addition, enclosed is my check for \$70.00 which represents the following fees:

Filing Fee.....	\$ 35.00
Registered Agent Fee.....	<u>35.00</u>

TOTAL..... \$70.00.

Please file the enclosed Articles of Incorporation. Your prompt attention to this matter is greatly appreciated.

Very truly yours,



Thomas J. Dowdell, III

TJD:mpl

Enclosures

P. Hall

NOV 20 1997

ARTICLES OF INCORPORATION

OF

WATERWORLD OF KEY WEST, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

EFFECTIVE DATE

11-13-97

1. NAME. The name of this corporation is WATERWORLD OF KEY WEST, INC.
2. ADDRESS OF CORPORATION. The principal office address and mailing address of the corporation is 11295 3rd Avenue Gulf, Marathon, Florida 33050.
3. DURATION. The date corporation existence shall commence is the date of subscription and acknowledgement of these articles. The period of its duration is perpetual.
4. PURPOSE. The purpose is to engage in any activities or businesses permitted under the laws of the United States and Florida.
5. CAPITAL STOCK. The corporation is authorized to issue 10,000 shares, all of one class, at Ten Dollars (\$10.00) par value.
6. INITIAL REGISTERED OFFICE AND AGENT. The name and address of the initial registered agent and registered office of this corporation is Thomas J. Dowdell, III, 11300 Overseas Highway, Marathon, Florida 33050.
7. INITIAL BOARD OF DIRECTORS. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

NAME

ADDRESS

Vincent J. DiMauro

11295 3rd Avenue Gulf
Marathon, Florida 33050

Louise A. DiMauro

11295 3rd Avenue Gulf
Marathon, Florida 33050

8. INCORPORATORS. The name and address of the Incorporators signing these Articles of Incorporation are:

NAME

ADDRESS

Vincent J. DiMauro

11295 3rd Avenue Gulf
Marathon, Florida 33050

Louise A. DiMauro

11295 3rd Avenue Gulf
Marathon, Florida 33050

9. BYLAW AMENDMENT. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

10. INDEMNIFICATION. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. INFORMAL ACTION OF DIRECTORS. If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. AMENDMENT OF ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or an amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

13. PREEMPTIVE RIGHTS. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

14. RESTRICTION ON TRANSFER.

A. The stockholders shall not encumber or dispose of their stock in the corporation now owned or hereafter acquired by them except as follows:

(a) The stockholder desiring to dispose of his stock must first obtain the written consent of the other stockholder or stockholders.

(b) In the absence of such written consent, the stockholder desiring to dispose of his stock must give thirty (30) days written notice by registered mail to the other stockholder or stockholders of his intention to make such disposition. The other stockholder or stockholders shall have the option within thirty (30) days to purchase said stock, or their prorata share of all such stock. In any event, no stock in the corporation shall be transferred to a person who is not already a stockholder unless the stock shall have been first offered for sale to each of the other stockholders or the corporation. The purchase price shall be determined in accordance with any Shareholder Agreement there is in

effect, or in the absence of a valid Shareholder Agreement, then the value shall be determined by arbitration in accordance with commercial arbitration rules of the American Arbitration Association, and a decision of the arbitrator shall be binding.

B. Upon the death of any stockholder, the surviving stockholder or stockholders shall have the option to purchase all the shares of stock of the corporation owned by the decedent by serving written notice on the administration or personal representative of the decedent within thirty (30) days after the qualification of such administrator or personal representative. The purchase price shall be determined as provided in paragraph A. above.

C. The certificates of stock of the corporation issued shall bear reference to the restrictions relating to transfer and option in the event of death as set forth in paragraphs A. and B. above.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 13th day of November, 1997.

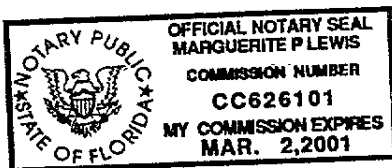
Vincent J. DiMauro
VINCENT J. DiMAURO

Louise A. DiMauro
LOUISE A. DiMAURO

STATE OF FLORIDA
COUNTY OF MONROE

Before me the undersigned authority, personally appeared VINCENT J. DiMAURO and LOUISE A. DiMAURO, personally known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of November, 1997.



Marguerite P. Lewis
MARGUERITE P. LEWIS
Notary Public, State of Florida
My Commission Expires: 03/02/01

STATE OF FLORIDA
COUNTY OF MONROE

FILED

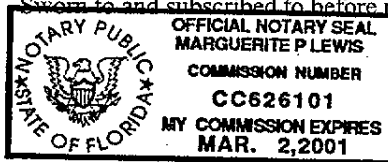
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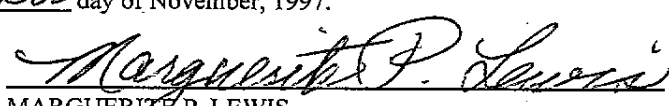
Having been named as resident agent to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation and I accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.


THOMAS J. DOWDELL, III

Before me the undersigned authority, personally appeared THOMAS J. DOWDELL, III, personally known by me to be the person who executed the foregoing Consent of Resident Agent, and he acknowledged to and before me that he executed such instrument, and he did take an oath.

Sworn to and subscribed to before me this 13th day of November, 1997.




MARGUERITE P. LEWIS
Notary Public, State of Florida
My Commission Expires: 03/02/01