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PROFESSIONAL ASSOCIATION
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December 22, 1997

Via Federal Express

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32399

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-12/23/97--01073--021
****122.50 ****122.50

Re: Blue Skies Parasail, Inc.

Dear Sir/Madam:

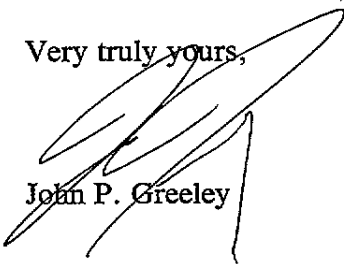
Please find enclosed the following documents relating to the above-referenced corporation:

1. Original Articles of Incorporation submitted for filing;
2. A check in the amount of \$122.50 (\$35.00 for filing fee; \$52.50 for one certified copy of the Articles of Incorporation; and \$35.00 for Certificate Designating Registered Agent); and
3. A photocopy of the executed Articles of Incorporation.

Kindly file the enclosed documents as soon as possible and return to us a certified copy of the Articles of Incorporation. A prepaid self-addressed envelope is enclosed. If you have any questions regarding the enclosed, please call me immediately.

We appreciate your assistance.

Very truly yours,


John P. Greeley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures
Copy to:

Mr. Thomas G. Joseph

ARTICLES OF INCORPORATION
OF
BLUE SKIES PARASAIL, INC.

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Blue Skies Parasail, Inc.

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

ARTICLE III

Purpose and General Powers

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Capital Stock

A. Number and Class of Shares Authorized; Par Value

The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of common stock having a par value of \$0.01 per share, which shall be designated "Common Stock."

B. Voting Rights

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

ARTICLE V

Initial Registered Office and Agent; Principal Place of Business

The initial registered office of this Corporation shall be located at the City of Bradenton, County of Manatee and State of Florida, and its address there shall be, at present, 803-A Gulf Drive S., Bradenton Beach, FL 34217, and the initial registered agent of the Corporation at that address shall be Gina Marie Joseph. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 803-A Gulf Drive S., Bradenton Beach, FL 34217

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of three directors. The names and street addresses of the directors of this Corporation are:

Elizabeth A. Joseph
246 Presidio Place
Williamsville, New York 14221

Gina Marie Joseph
803-A Gulf Drive S.
Bradenton Beach, FL 34217

Robert L. Wells
803-A Gulf Drive S.
Bradenton Beach, FL 34217

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

ARTICLE VII

Incorporator

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Gina Marie Joseph
803-A Gulf Drive S.
Bradenton Beach, FL 34217

ARTICLE VIII

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

Amendment

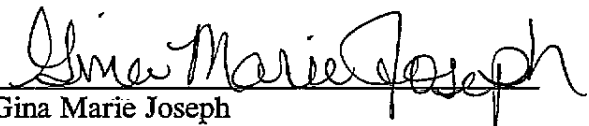
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

Headings and Captions

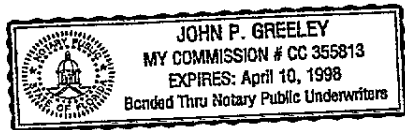
The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

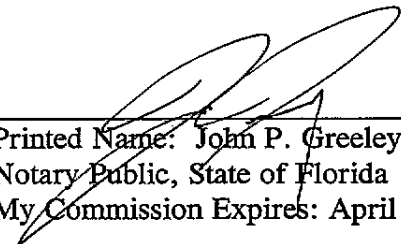
IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 22nd day of December, 1997.


Gina Marie Joseph

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 22nd day of December, 1997, by GINA MARIE JOSEPH, who is personally known to me and who did not take an oath.




Printed Name: John P. Greeley
Notary Public, State of Florida
My Commission Expires: April 10, 1998

**SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

BLUE SKIES PARASAIL, INC., (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Gina Marie Joseph as its Registered Agent to accept service of process within the State of Florida with its registered office located at 803-A Gulf Drive S., Bradenton Beach, FL 34217.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22nd day of December, 1997.


Gina Marie Joseph, Registered Agent

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TALLAHASSEE, FLORIDA