



THE UNITED STATES
CORPORATION
COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 650122 9666A

AUTHORIZATION : *Patricia Pignatelli*

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ORDER DATE : December 26, 1997

ORDER TIME : 12:12 PM

ORDER NO. : 650122-005

CUSTOMER NO: 9666A

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CUSTOMER: Bryce W. Ackerman, Esq
SIMMONS HART & SHEEHE, P.A.

P. O. Box 3310

Ocala, FL 34478-3310

DOMESTIC FILING

NAME: SILENT WATERS TOUR COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

P. Hall

DEC 26 1997

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SECRETARY OF STATE

P. Hall

DEC 26 1997

ARTICLES OF INCORPORATION
OF
SILENT WATERS TOUR COMPANY

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ARTICLE I.

1.01 **Name and Address.** The name of the Corporation is **Silent Waters Tour Company**, and the mailing address of the Corporation is 2331 NW 13th Street, Gainesville, Florida 32601.

ARTICLE II.

2.01 **Duration.** The period of duration of the Corporation is perpetual.

ARTICLE III.

3.01 **Powers.** The Corporation is organized for the purposes of transacting any and all useful business.

3.02 **Authority of Directors.** The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

ARTICLE IV.

4.01 **Stock Certificates.** Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 5,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the Corporation are not to be divided into classes.

ARTICLE V.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE VI.

6.01 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

6.02 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.03 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE VII.

7.01 Organizing Director. The initial Board of Directors shall consist of three (3) Director(s). The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Bryce W. Ackerman	Post Office Box 3310 Ocala, Florida 34478

ARTICLE VIII.

8.01 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is Bryce W. Ackerman, 125 Northwest First Avenue, Suite 1, Ocala, Florida 34470.

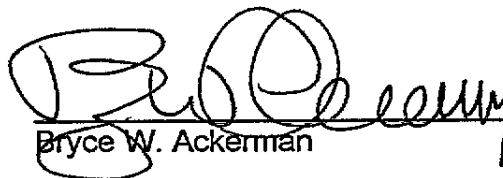
ARTICLE IX.

9.01 Incorporators. The name and address of the person signing these Articles is Bryce W. Ackerman, whose mailing address is Post Office Box 3310, Ocala, Florida 34478.

ARTICLE X.

10.01 Subchapter "S" Corporation. The Corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in 25 USCS, §1361, as amended January 1, 1983, and as amended in 1988 by PL100-647, defined a qualified "*Small Business Corporation*". In addition, no stock shall be issued or transferred to a nonresident alien.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 22 day of December 1997.


Bryce W. Ackerman

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Bryce W. Ackerman known to me and known by me to be the person who executed the foregoing Articles of Incorporation

and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 22 day of December, 1997.



GAIL M TAYLOR
My Commission CC537110
Expires Mar. 04, 2000

A handwritten signature in cursive script, appearing to read "Gail M. Taylor", written over a horizontal line.

Print Name: Gail M. Taylor
Notary Public, State of Florida
Commission No.: CC537110
My Commission Expires: 03/04/00

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bryce W. Ackerman, whose address is 125 Northwest First Avenue, Suite 1, Ocala, Florida 34470, is the initial registered agent named in the Articles of Incorporation to accept service of process for **Silent Waters Tour Company**, a corporation organized under the laws of the State of Florida, hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 22nd day of December, 1997.


Bryce W. Ackerman