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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: GULFBREEZE ATTRACTIONS, INC.

AUDIT NUMBER.....H98000000882

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF INCORPORATION
OF
FLORIDA**

ARTICLE I: NAME

The name of the corporation shall be: GULFBREEZE ATTRACTIONS, INC.

ARTICLE II: PURPOSE OF BUSINESS

This corporation is organized to engage in, or transact the business of providing entertainment services and/or products, and all business activities related thereto, and all other lawful business and/or activities for which corporations may be incorporated under the laws of the United States of America, The Florida General Corporation Act, the State of Florida, and/or any other state, country, territory, or nation.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1001 10th Avenue, South
NAPLES, FL 34102

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Common Shares

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Mr. Kelly S. George
1001 10th Avenue, South
Naples, FL 34102

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Kelly S. George
1001 10th Avenue, South
Naples, FL 34102

TEL: (941) 436-3555

This document prepared in accordance with Mr. Kelly S. George's instructions, by the firm of:

B.P. Kazitoris & Company
2272 Airport Road So., - Suite 203
Naples, FL 34112
TEL: 941-775-8822 & FAX: 941-775-5075

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ARTICLE VI: GENERAL PROVISIONS

(A) The private property of the stockholder(s) shall not be subject to the payment of any corporate debts to any extent whatsoever.

(B) Subject to the provisions and conditions of this Article, the corporation shall have the full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a fair market valuation to be fixed by its board of directors.

(C) A Director and/or Officer of the corporation may transact business, borrow, lend or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States of America.

(D) The corporation shall indemnify each director and officer of the corporation against all or any portion of any expenses reasonably incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of he/she being or having been a director or officer of the corporation [whether or not he/she continues to be a director or officer at the time of incurring such expense(s)], to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the United States of America.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 13th day of January, 1998.



Kelly S. George, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.325, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

GULFBREEZE ATTRACTIONS, INC.
1001 10th Avenue, South
Naples, FL 34102

2. The name and address of the registered agent and office is:

Name: Kelly S. George
Address: 1001 10th Avenue, South
Naples, FL 34102
941-436-3555

3. Authorized by:

Title: President
Signature: Kelly S. George
Date: January 13, 1998

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

Signature: Kelly S. George

Date: January 13, 1998