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R. BRUCE WALLACE  
ATTORNEY AT LAW

500 FLEMING STREET  
KEY WEST, FLORIDA 33040

FILED

98 JAN 26 AM 9:05

TELECOPIER  
(305) 292-1982

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE  
(305) 292-1776

January 16, 1998

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Aquatic Adventures, Inc.

To Whom It May Concern:

900002412039--7  
-01/26/98--01108--003  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$122.50 filing fee. Please return a certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact this office.

Very truly yours,

  
R. BRUCE WALLACE

RBW:sla

Enclosures as stated.

P. Hall

JAN 28 1998

**ARTICLES OF INCORPORATION**

**FILED**

**98 JAN 26 AM 9:06**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**FIRST:**     The name of this corporation is:

**AQUATIC ADVENTURES, INC.**

**SECOND:**     This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**THIRD:**       This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

**FOURTH:**     The name and address of the initial registered agent of this corporation is: ARTHUR W. USHER, JR. whose mailing address is 35 Bay Drive, Key West, Florida 33040.

**FIFTH:**       The names and addresses of the initial directors are: ARTHUR W. USHER, JR. and WENDY HASELMAYER. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.

**SIXTH:**       The name and address of the incorporator of this corporation is: ARTHUR W. USHER, JR., whose address is 35 Bay Drive, Key West, Florida 33040.

**SEVENTH:**     This corporation shall indemnify its officer, directors, employees and agents to the full extent permitted by law.

**EIGHTH:**     This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

FILED

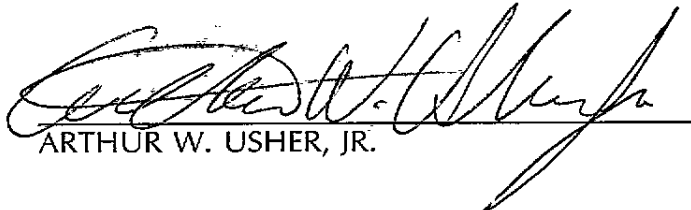
NINTH:

The principal address of the corporation is 35 Bay Drive, Key West, Florida 33040.

98 JAN 26 AM 9:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of January, 1998.

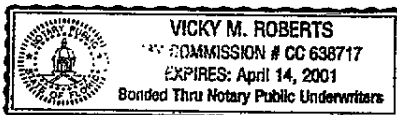
Incorporator:

  
ARTHUR W. USHER, JR.

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 9th day of January, 1998, by ARTHUR W. USHER, JR. who is personally known to me or who has produced FL. Driver License as identification.

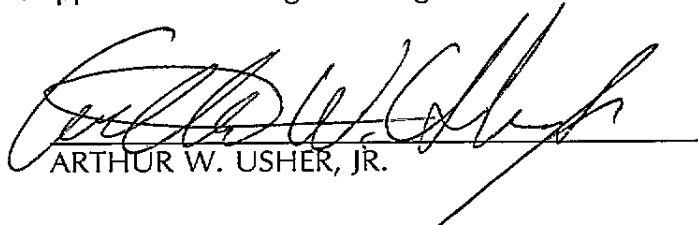


  
NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

  
ARTHUR W. USHER, JR.