

P980000/3343

February 6, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
98 FEB -9 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002425682--6
-02/09/98--01151--008
*****70.00 *****70.00

Dear Sirs:

Please record the Articles of Incorporation of
BARRACUDA WATER SPORTS, INC. as attached and return the
verification of the recorded articles to :

GLENN R. LUISI ACCOUNTANT, P.A.
104 PRESTWOOD LANE
MOORESVILLE, NC 28115

Attached is my check # 2740 for \$70.00 for the recording
fee.

Very Truly Yours,



GLENN R. LUISI

P. Hall
FEB 10 1998

GLENN R. LUISI ACCOUNTANT P.A.

104 PRESTWOOD LANE, MOORESVILLE, NC 28115, PHONE/FAX (800) 854-1099, So. FL PAGER 619-8300

ARTICLES OF INCORPORATION
OF
BARRACUDA WATER SPORTS, INC.

The undersigned; for the purpose of forming a corporation
under the FLORIDA GENERAL CORPORATION ACT hereby adopts
the following Articles of Incorporation:

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ARTICLE ONE
NAME & PRINCIPAL ADDRESS

The name of the corporation is
BARRACUDA WATER SPORTS, INC.
The initial address is 2635 N. RIVERSIDE DRIVE
POMPAÑO BEACH, FL 33062

ARTICLE TWO
DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE
PURPOSE

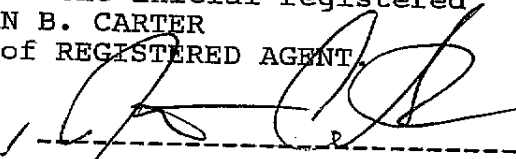
The corporation may transact any and all lawful business for
which corporations may be incorporated under the Laws of the
STATE OF FLORIDA.

ARTICLE FOUR
CAPITAL STOCK

The maximum number of shares which the corporation has
authority to issue is 1000, all which shall be common
shares with a \$1.00 par value.

ARTICLE FIVE
REGISTERED OFFICE

The street address of the initial registered office
of the corporation shall be 820 SE 16th PLACE DEERFIELD
BEACH, FL 33441 and the name of the initial registered
agent at such address is JONATHAN B. CARTER
I do hereby accept the position of REGISTERED AGENT.



JONATHAN B. CARTER
Registered Agent

ARTICLE SIX
PRE-EMPTIVE RIGHTS

The shareholders shall have Pre-emptive Rights.

ARTICLE SEVEN
DIRECTORS

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- 7.01 The Board of Directors of the corporation shall consist of at least one member.
- 7.02 The name and address of the initial Director of the Board:

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TALLAHASSEE, FLORIDA

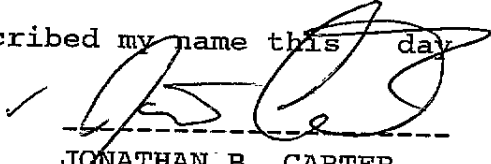
<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
JONATHAN B. CARTER	820 SE 16th PLACE DEERFIELD BEACH, FL 33441	PRESIDENT
RONALD J. SIMMONS	9218 CHUMLEY LANE RICHMOND, VA 23294	VICE-PRES TREASURER

ARTICLE EIGHT
INCORPORATOR

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
JONATHAN B. CARTER	820 SE 16th PLACE DEERFIELD BEACH, FL 33441

IN WITNESS WHEREOF, I have subscribed my name this day
of , 1998


JONATHAN B. CARTER
Incorporator

STATE OF Virginia :
: SS
COUNTY OF :

On this 5th day of February, 1998, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JONATHAN B. CARTER known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand official seal.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES: