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LAW OFFICES

STEPHEN G. HERTZ

767 Arthur Godfrey Road
Miami Beach, Florida 33140

GENERAL PRACTICE
TRIAL PRACTICE - GENERAL
TRIAL PRACTICE - PERSONAL INJURY AND WRONGFUL DEATH
MARITAL AND FAMILY LAW

Telephone
Dade (305) 538-2344
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January 9, 1998

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

300002429933--8
-02/13/98--01031--001
*****70.00 *****70.00

RE: Rock Castle Watersports, Inc.
Articles of Incorporation

To whom it may concern,

I am enclosing with this letter an original and copy of Articles of Incorporation for ROCK CASTLE WATERSPORTS, INC.

I am also enclosing my office check number 2618
in the amount of \$70.00 to cover the following costs:

1.	Filing fee	\$ 35.00
3.	Resident Agent fee	35.00
		<u>\$ 70.00</u>

Please file the enclosed Articles of Incorporation and return a copy to my office.

Thank you for your kind attention.

Sincerely,


Stephen G. Hertz

SGH/me
Encl.

FILED
98 FEB 13 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 16 1998

ARTICLES OF INCORPORATION

OF

ROCK CASTLE WATERSPORTS, INC.

FILED

98 FEB 13 AM 7:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation, under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the Corporation shall be:

ROCK CASTLE WATERSPORTS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes to be transacted and carried on are: insofar as the laws permit, to do any and all things herein mentioned as fully and to the same extent as natural persons might or could, viz:

(a) To provide all types of watersport and sport activities, and the sale at retail and wholesale of watersports and other sport products.

(b) To own, purchase, develop, sell, maintain, operate, lease, and/or manage real estate, buildings, plants and structures of all kinds, nature and character; and to erect, maintain, repair, renovate, demolish, dismantle plants and structures of all kinds and character.

(c) To purchase or otherwise acquire, own and hold, unlimitedly, such real and personal property of every kind and description, within and without the state of Florida, and in any part of the world, suitable, necessary, useful or advisable in connection with any or all of the objects hereinbefore or hereafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

(d) To carry on all or any of the businesses of manufacturers, producers fabricators, processors, distributors, purchasers and sellers of products and supplies of every kind, character and nature.

STEPHEN G. HERTZ, ESQ.
767 ARTHUR GODFREY ROAD, MIAMI BEACH, FLORIDA 33140
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(e) To construct, repair, renovate, own, operate, conduct, manage and maintain businesses, stores, buildings, plants, concessions or other premises or establishments for the purpose of, and to engage in the business of buying, selling, leasing, distributing, importing, exporting, confecting, manufacturing, producing, making, maintaining, repairing, demonstrating, servicing and otherwise dealing in articles, items, merchandise, personalty, textiles, vegetables, metals, minerals, plastics, compositions and wares, merchandise and services of whatsoever kind, character, class and nature through itself or through agents, servants, distributors or other persons, firms or corporations.

(f) To purchase, hold, sell, exchange or transfer or otherwise deal in shares of it's own or other corporate stock, bonds or other obligations from time to time to such an extent and in such manner and upon such terms as it's Board of Directors shall determine.

(g) To pay cash or issue capital stock, debentures, bonds, mortgages or other obligations of the corporation for any acquisition by the corporation.

(h) To engage in the ownership, sale, distribution and licensing of, and to acquire and own, patents, improvements and franchises, as well as trademarks and trade names, and to operate under such patents, improvements, franchises, trademarks and trade names, pertaining to the matters and things enumerated herein; and to do such other things as are incident, proper and necessary to the successful operation of the business aforesaid.

(i) To enter into, make and perform contracts of every kind and description, with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof, conducive to the attainment of any of the objects or purposes of the corporation, and to enter into any and all types of agreements relating to financing, factoring and guarantees.

(j) To carry on the business of a holding company, and to purchase and acquire any mercantile, commercial, mining, farming, manufacturing, fabricating, producing or public utility business, trade, or enterprise permitted by the laws of the State of Florida, and to own, hold, operate, maintain, use, sell, or otherwise dispose of the same; and to enter or engage in any such business, trade or enterprise.

(k) In general, to carry on any other business in connection with the foregoing and to have and exercise all the powers conferred by the State of Florida upon corporations formed under the laws of the State of Florida.

(1) The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumerated specific powers shall not be held to limit or restrict in any manner, the powers of the corporation.

ARTICLE III

The total number of shares of stock which the corporation shall have the authority to issue is 1000 shares, all of which shares shall be with \$1.00 par value and shall have equal rights, privileges and voting power.

Shares of stock of this corporation shall be paid for in cash, at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor or services, whenever the Board of Directors so authorizes by unanimous consent.

ARTICLE IV

The amount of capital with which this corporation shall begin business is \$500.00 (\$500.00). The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation is to be located in the State of Florida, at:

2 South Shore Drive, # 2,
Miami Beach, Florida 33141

or in such other location as the Board of Directors may determine.

ARTICLE VII

The numbers of the members of the Board of Directors of this Corporation shall not be less than One (1) nor more than Seven (7).

ARTICLE VIII

The names and post office addresses of the officers, and of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are as follows:

NAME

ADDRESS

RONALD SOSA

2 South Shore Drive, #2
Miami Beach, Fl 33141

ARTICLE IX

The names and post office addresses of each subscriber of this corporation are as follows:

NAME

ADDRESS

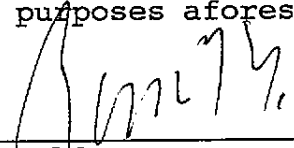
RONALD SOSA

2 South Shore Drive, #2,
Miami Beach, FL 33141

ARTICLE X

The corporation hereby appoints STEPHEN G. HERTZ whose address is 767 Arthur Godfrey Road, Miami Beach, Florida 33140 to serve as resident agent for the corporation as provided in the applicable Florida Statutes.

IN WITNESS WHEREOF, the undersigned have made and subscribed to this Certificate of Incorporation at Miami Beach,, Dade County, Florida for the uses and purposes aforesaid, this 9th day of February, 1998.


_____(SEAL)
Ronald Sosa

_____(SEAL)

_____(SEAL)

STEPHEN G. HERTZ, ESQ.
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