

**EMERSON AND EMERSON, P.A.**

A LAWYER'S PROFESSIONAL ASSOCIATION

SUITE 202 P. O. Box 1675

849 7TH AVENUE SOUTH

NAPLES, FLORIDA 34106-1675

JOHN W. EMERSON

ADMITTED IN FLORIDA  
AND TENNESSEE

RALPH W. EMERSON, (1932-1989)

TELEPHONE: (941) 261-5200

TELECOPIER: (941) 261-5201

FILED  
98 MAR 11 PM 12:14  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

**P 9 80000 23535**

March 3, 1998

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-03/05/98--01042--008  
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Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32314-6327

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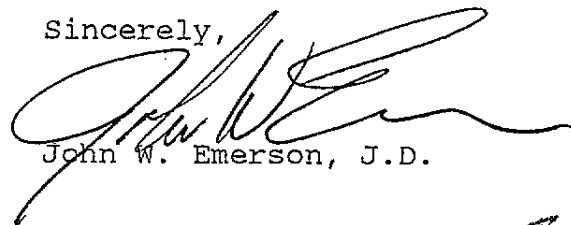
Re: Aquatic Alternatives, Inc.

Dear Reader:

Enclosed are (1) the original and one copy of the articles of incorporation, and (2) the designation of registered agent for the above named corporation along with my check in the amount of \$122.50 for the filing fees and certified copy.

Please return a certified copy of the articles of incorporation to the undersigned at the above address.

Sincerely,

  
John W. Emerson, J.D.

JWE:cbe  
Encl.

*WES-5038*  
*625*

F. CHESSER

MAR 12 1998

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NAPLES, FLORIDA 34106-1675

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AND TENNESSEE

RALPH W. EMERSON, (1932-1989)

TELEPHONE: (941) 261-5200

TELECOPIER: (941) 261-5201

March 10, 1998

Ms. Freida Chesser  
Corporate Specialist  
Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Fl 32314-6327

FILED  
98 MAR 11 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

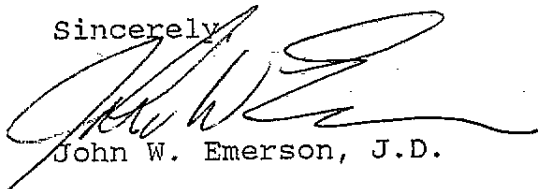
Re: Aquatic Alternatives, Inc.

Dear Ms. Chesser:

Pursuant to our telephone conversation today, I am enclosing (1) the original and one copy of the articles of incorporation, (2) the designation of registered agent for the above named corporation, and (3) a copy of your letter to me dated March 6, 1998. My check for the filing fees and certified copy of the articles was submitted to you with my letter dated March 3, 1998.

Please return a certified copy of the articles of incorporation to the undersigned at the above address. Thanks for your assistance with this filing.

Sincerely,



John W. Emerson, J.D.

JWE:cbe  
encl.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 6, 1998

JOHN W EMERSON ESQUIRE  
P O BOX 1675  
NAPLES, FL 34106-1675

SUBJECT: AQUATIC ALTERNATIVES, INC.  
Ref. Number: W98000005038

FILED  
98 MAR 11 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for AQUATIC ALTERNATIVES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 298A00012404

ARTICLES OF INCORPORATION  
OF  
AQUATIC ALTERNATIVES, INC.

FILED  
98 MAR 11 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name and Principal Office

1.01 The name of the corporation is AQUATIC ALTERNATIVES, INC.

1.02 The principal office of the corporation is 5866 10TH Ave. SW, Naples, Florida, 34116.

1.03 The mailing address of the corporation is P. O. Box 7042, Naples, Florida, 34101.

ARTICLE II

Commencement and Duration

2.01 The corporation is to commence its corporate existence on the date these Articles of Incorporation are filed with the Florida Department of State, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

Purpose

3.01 The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

Capital Stock

4.01 The corporation is authorized to issue FIVE THOUSAND (5000) shares of capital stock with no par value of a single class designated as Common Stock.

4.02 Each outstanding share of capital stock shall entitle the holder to one vote on each matter submitted to a vote at a meeting of the shareholders.

4.03 The shares of capital stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares of capital stock may not be issued until the full amount of the consideration therefor has been paid; thereafter, such shares shall be deemed to be fully paid and nonassessable.

## ARTICLE V

### Preemptive Rights

5.01 Each shareholder of the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of capital stock of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares of capital stock.

## ARTICLE VI

### Board of Directors

6.01 All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.

6.02 Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

6.03 The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

6.04 The name and address of the initial director of the corporation is Gary J. Hass.

## ARTICLE VII

### Indemnification

7.01 The corporation shall indemnify any present or former officer or director, or person exercising powers and duties as an officer or director of the corporation, to the full extent now or hereafter permitted by law.

## ARTICLE VIII

### By-laws

8.01 The power to adopt, alter, amend or repeal By-laws shall be vested in the shareholders.

8.02 The affirmative vote of the holders of at least seventy-five percent (75%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

## ARTICLE IX

### Amendment

9.01 These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least seventy-five percent (75%) of the outstanding shares of the capital stock of the corporation at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

## ARTICLE X

### Incorporator

10.01 The name and address of the incorporator executing these Articles of Incorporation is Gary J. Hass, 5866 10TH Ave. SW, Naples, Florida, 34116.

## ARTICLE XI

### Registered Office and Agent

11.01 The street address of the initial registered office of the corporation is 5866 10TH Ave. SW, Naples, Florida, 34116, and the name of the initial Registered Agent of the corporation is Gary J. Hass.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on February 18, 1998.

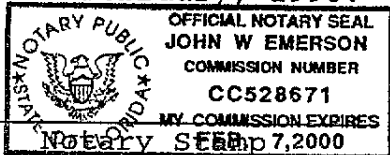
  
Gary J. Hass

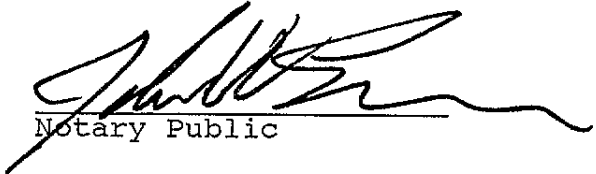
STATE OF FLORIDA

COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Gary J. Hass, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation, and has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Naples, Collier County, Florida on this the 18<sup>th</sup> day of February, 1998.



  
Notary Public

CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE

AQUATIC ALTERNATIVES, INC.

Pursuant to §48.091 and §607.0501, Florida Statutes, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 5866 10TH Ave. SW., Naples, Florida 34116 has named Gary J. Hass as its Registered Agent to accept process within the State of Florida.

Having been named as registered agent of AQUATIC ALTERNATIVES, INC. to accept service of process for the corporation at the place designated in this Certificate, I hereby accept appointment as the registered agent of the corporation and agree to act in that 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 for said corporation.

  
\_\_\_\_\_  
Gary J. Hass

Dated: February 18, 1998.

FILED  
98 MAR 11 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA