

P98000042729

KEVIN I. DOWNEY

ATTORNEY AT LAW

2631-B N.W. 41st STREET
GAINESVILLE, FLORIDA 32606

(352) 373-4554

May 7, 1998

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

Re: Sailing Adventures, Inc.

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

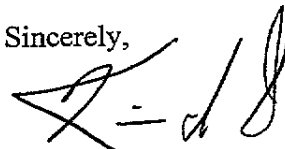
Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Fee	<u>\$ 35.00</u>
Total	\$122.50

500002517105--4
-05/08/98-01068--009
****122.50 ****122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Sincerely,



Kevin I. Downey

FILED
98 MAY -8 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures (2)

m 5/12/98

**ARTICLES OF INCORPORATION
OF**

Sailing Adventures, Inc.

FILED

98 MAY -8 PM 12: 01

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as an Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - Name

The name of the corporation is: **Sailing Adventures, Inc.**

ARTICLE II - Principal Office and Mailing Address

The street address and mailing address of the principal office is: 126 S.W. 80th Drive,
Gainesville, Florida 32607.

ARTICLE III - Shares

The corporation is authorized to issue One Hundred (100) shares. The par value is \$1.00 per share. Each share of stock shall be entitled to one (1) vote, and in the election of directors of the corporation, the holders of the stock shall be entitled to vote their stock cumulatively.

ARTICLE IV - Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him or her to exercise his or her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V - Initial Registered Agent and Office

The name and street address of the initial registered agent and office are:

Richard S. Williams
126 S.W. 80th Drive
Gainesville, Florida 32607

ARTICLE VI - Incorporator

The name and address of the Incorporator are:

Richard S. Williams
126 S.W. 80th Drive
Gainesville, Florida 32607

ARTICLE VII - Initial Director

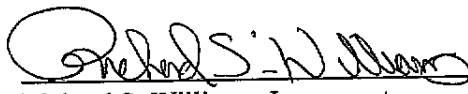
The name and address of the initial director of this corporation are:

Richard S. Williams 126 S.W. 80th Drive, Gainesville, Florida 32607

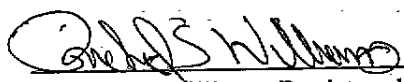
ARTICLE VIII - Duration

The corporation shall have perpetual existence commencing on your execution and filing of these Articles of Incorporation.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation on May 7, 1998.


Richard S. Williams, Incorporator

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Richard S. Williams, Registered Agent

FILED
98 MAY -8 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA