

ROBERT J. HUTCHINS
ATTORNEY AT LAW

222 WEST COMSTOCK AVENUE
SUITE 111
WINTER PARK, FLORIDA 32789

TELEPHONE: (407) 645-2377
FACSIMILE: (407) 645-0945
EMAIL: HUTCHINSRJ@AOL.COM

June 17, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32311

ARTICLES OF INCORPORATION

for
H.O. Watersports, Inc.

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00 to cover the filing fee.

Please send the copy of the filed document to the following address:

Robert J. Hutchins, Attorney
222 West Comstock Ave., Suite 111
Winter Park, Florida 32789

Respectfully submitted,



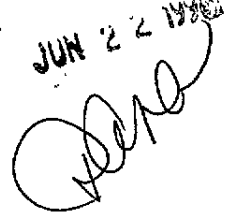
Robert J. Hutchins
Incorporator

100002565051-- 5
-06/19/98--01028--005
*****70.00 *****70.00

EFFECTIVE DATE
6-17-98

FILED
98 JUN 19 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

JUN 22 1998



ARTICLES OF INCORPORATION

OF

H2O Watersports, Inc.

FILED
98 JUN 19 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I- NAME

The name of this Corporation is H2O Watersports, Inc..

ARTICLE II- NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III- TERM OF EXISTENCE

The Corporation is to exist perpetually.

EFFECTIVE DATE
6-17-98

ARTICLE IV- AUTHORIZED SHARES

The Corporation shall have the authority to issue 10,000 shares of common capital stock with a par value of \$.01 per share.

ARTICLE V- PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which such Stockholder already holds, shall have the right to purchase such Stockholder's pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI- ADDRESS

The initial street address of the principal office of this Corporation is: 1919 Pine Bluff Avenue, Orlando, Florida 32806.

ARTICLE VII- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

**Robert J. Hutchins 222 West Comstock Avenue, Suite 111, Winter Park, Florida
32789**

ARTICLE VIII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 222 West Comstock Avenue, Suite 111, Winter Park, Florida 32789 and the name of the initial registered agent of this Corporation at that address is Robert J. Hutchins.

ARTICLE IX- AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE X- DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholder(s).

ARTICLE XI- INITIAL DIRECTOR

The name and street address of the member of the first board of directors is:

Paul D. Gustafson 1919 Pine Bluff Avenue, Orlando, Florida 32806

ARTICLE XII-EFFECTIVE DATE

The existence of this Corporation shall commence on June 17, 1998.



Incorporator

Robert J. Hutchins

REGISTERED AGENT'S ACCEPTANCE

I am hereby familiar with and accept the duties and responsibilities as Registered Agent for H2O Watersports, Inc., a Florida Corporation.



Registered Agent

Robert J. Hutchins

FILED
98 JUN 19 PM 12:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA