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MICHAEL D. TIDWELL P.A.

ATTORNEY AT LAW

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Quietwater Business Park
1101 Gulf Breeze Pkwy.
Suite 204
Gulf Breeze, Florida 32561
Telephone 850-934-7434
Facsimile 850-434-3822

February 11, 1999

EFFECTIVE DATE

2-10-99

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

000002775250--0
-02/15/99-01076-013
*****70.00 *****70.00

Re: Gulf Breeze Kayaks, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original and return the copy to me stamped with the effective filing date of February 10, 1999. Also enclosed is check in the amount of \$70 for the filing fee.

Please contact me if additional information is required. Thank you for your attention to this matter.

Sincerely,

Noreen O. Theriot
Noreen O. Theriot,
Legal Assistant to
Michael D. Tidwell, Esq.

Enclosures

P. Hall
FEB 16 1999

(4)

**ARTICLES OF INCORPORATION
OF
GULF BREEZE KAYAKS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 1.
NAME**

The name of the corporation shall be Gulf Breeze Kayaks, Inc.

EFFECTIVE DATE
2-10-99

**ARTICLE 2.
DURATION**

The duration of the corporation shall be perpetual and its existence shall commence on February 10, 1999.

**ARTICLE 3.
PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE 4.
CAPITAL STOCK**

The corporation is authorized to issue Five Thousand (5,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE 5.
PRINCIPAL OFFICE AND MAILING ADDRESS
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The principal place of business and the mailing address of the corporation is 49-A Gulf Breeze Parkway, Gulf Breeze, Florida 32561. The street address of the initial registered office of the corporation is 49-A Gulf Breeze Parkway, Gulf Breeze, Florida 32561 and the initial registered agent at such address is James C. Kilgore, Jr.

ARTICLE 6.
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the Director is: James C. Kilgore, Jr., 49-A Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

ARTICLE 7.
INCORPORATOR

The name and address of the incorporator is: James C. Kilgore, Jr., 49-A Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

ARTICLE 8.
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE 9.
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of February, 1999.




JAMES C. KILGORE, JR.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept the service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 10th day of February, 1999.


JAMES C. KILGORE, JR.

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TALLAHASSEE, FLORIDA