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May 5, 1999

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****122.50 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Pendent Parasail, Inc.

Dear Sir/Madam:

Enclosed for filing please find the original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for service of process, of the above-referenced corporation, together with my trust check in the amount of \$122.50.

Very truly yours,



Robert C. Hill, Jr.

RCH:mlr

Enclosures

FILED
99 MAY 10 AM 9:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK MAY 13 1999

FILED
99 MAY 10 AM 9:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
PENDENT PARASAIL, INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act does hereby adopt the following Articles of Incorporation.

ARTICLE I-NAME

The name of the corporation shall be, PENDENT PARASAIL, INC.

ARTICLE II-PRINCIPAL OFFICE

The principal office of PENDENT PARASAIL, INC. shall be 17111 Charlee Road, Punta Gorda, Florida 33955.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated as "COMMON SHARES". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE V-VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI-TERM

This corporation shall commence its existence upon filing Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VII-PREEMPTIVE RIGHTS

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

ARTICLE VIII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 17111 Charlee Road, Punta Gorda, Florida 33955 and the name of the initial registered agent of this corporation is GWYNNE METZLER.

ARTICLE IX-INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially with the exact number of directors to be specified by the shareholder from time to time unless the shareholder shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director of this corporation is,

GWYNNE METZLER
Chairman, Board of Directors
17111 Charlee Road
Punta Gorda, Florida 33955

ARTICLE X-INCORPORATOR

The name and address of the person signing these articles is:

GWYNNE METZLER
Chairman, Board of Directors
President/Secretary/Treasurer

ARTICLE XI-INITIAL SUBSCRIBERS

The name and initial post office address of the initial subscribers of this certificate of incorporation and the number of shares of the capital stock of this corporation subscribed by the said subscribers of these Articles of Incorporation are as follows:

GWYNNE METZLER
17111 Charlee Road
Punta Gorda, Florida 33955

ARTICLE XII-INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law, either now existing or hereafter enacted.

ARTICLE XIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation.

Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is that is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract with like force and effect as if he were not such director or officer of such other corporation, or not so interested.


ARTICLE XIV

The private property of the stockholders shall not be subject to the payment of the corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XV

The initial subscriber is empowered to carry out all financial transactions of the corporation and the corporation is authorized to pay health care costs of all executives.

IN WITNESS WHEREOF, the undersigned subscribers has executed these Articles of Incorporation on this 28th day of April, 1999.


GWYNNE METZLER
Subscriber

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an Officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared GWYNNE METZLER, who is personally known to me or who has produced MI 324-280-53-681 as identification and who ~~did~~/did not take an oath, and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of April, 1999.


NOTARY PUBLIC


Typed or Printed Name of Notary

My Commission Expires:



Marie L. Rich
MY COMMISSION # CC683316 EXPIRES
December 29, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

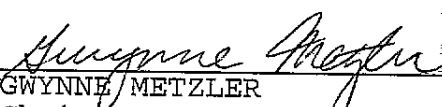
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

PENDENT PARASAIL, INC., A FLORIDA CORPORATION, DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL PLACE OF BUSINESS AT THE CITY OF PUNTA GORDA, STATE OF
FLORIDA, HAS NAMED GWYNNE METZLER LOCATED AT:

17111 Charlee Road, Punta Gorda, Florida 33955

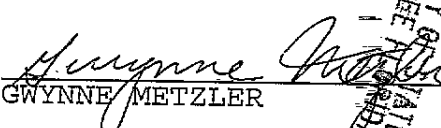
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

DATED this 28th day of April, 1999.


GWYNNE METZLER
Chairman of the Board
President/Secretary/Treasurer

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

DATED this 28th day of April, 1999


GWYNNE METZLER

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