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Denise L. DesRosiers, Esquire
4915 Independence Parkway
Tampa, Florida 33634
(813) 881-2908

May 11, 1999

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

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-05/12/99-01068--020
*****78.75 *****78.75

RE: Articles of Incorporation ROCKY POINT PARASAIL AND WATERSPORTS, INC.

Dear Madam/Sir:

Enclosed you will find Articles of Incorporation for the above-mentioned corporation to be filed with your office. Also enclosed you will find a check in the amount of \$78.75 which represents the following:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certificate of Status	8.75
	<u>\$ 78.75</u>

FILED
99 MAY 12 AM 11:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Please have the Secretary of State file the Articles upon your receipt of the same, issue a Certificate of Status and return the Certificate of Status to the undersigned as soon as possible.

Thank you for your attention to this matter.

Sincerely,

Denise L. DesRosiers

Denise L. DesRosiers

enc.

5-14-99
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no

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporators of a corporation under the Florida Business Corporation Act, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida:

1. Name. The name of the corporation shall be ROCKY POINT PARASAIL AND WATERSPORTS, INC.

2. Duration. The period of its duration is perpetual.

3. Purpose. The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the general corporation laws of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such laws.

4. Capital Stock. The aggregate number of shares of capital stock authorized to be issued by this corporation shall be one thousand (1,000) shares, all of one class of common stock, at \$1.00 par value per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

5. Initial Registered Office and Agent. The initial registered office of this corporation shall be located at 3303 Grace Street, Tampa, Florida 33607, and the initial registered agent of this corporation shall be Denise L. DesRosiers. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

6. Principal Office. The address of the principal office of the corporation is as follows:

3303 Grace Street
Tampa, Florida 33607

7. Board of Directors. The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to

be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

8. Initial Board of Directors. The corporation shall have one (1) director initially. The name and address of the initial director of the corporation is:

<u>Name</u>	<u>Address</u>
Derek A. Lombardi	3303 Grace Street, Tampa. FL 33607
Lawrence R. Zuccolo	7108 Pelican Island Drive, Tampa. FL 33634

9. Incorporators. The name and address of the Incorporators signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Derek A. Lombardi	3303 Grace Street, Tampa. FL 33607
Lawrence R. Zuccolo	7108 Pelican Island Drive, Tampa. FL 33634

10. Bylaws. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the state of Florida or the United States.

11. Amendment of Articles. This corporation reserves the right to amend, alter,

change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

12. Indemnification. The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the by-laws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

13. Informal Action of Directors. If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

14. Telephone Meetings. Members of the Board of Directors shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

15. Informal Action of Shareholders. Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 5th day of May, 1999, for the uses and purposes therein stated.


DEREK A. LOMBARDI, Incorporator
LAWRENCE R. ZUCCOLO, Incorporator

**ROCKY POINT PARASAIL AND WATERSPORTS, INC. ACCEPTANCE OF
SERVICE AS REGISTERED AGENT**

The undersigned, Denise L. DesRosiers, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and responsibilities as Registered Agent for the corporation.

Denise L. DesRosiers
DENISE L. DESROSIERS, Registered Agent

FILED
99 MAY 12 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA