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LAW OFFICES

WILLIAMS, SMITH & SUMMERS, P.A.

380 WEST ALFRED STREET

TAVARES, FLORIDA 32778-3298

CHRISTOPHER J. SMITH

GARY L. SUMMERS

ROBERT Q. WILLIAMS

TELEPHONE:

(352) 343-6655

FAX (352) 343-4267

June 9, 1999

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: NAUTICAL DISCOVERIES, INC.

Dear Ladies and Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for NAUTICAL DISCOVERIES, INC. If the Articles meet with your approval, please file them and return the copy to our office with a stamp showing that it has been filed.

Enclosed is a check to cover the costs of this corporation, which are as follows:

| | |
|----------|--------------------------------|
| \$ 35.00 | - Filing fee |
| 8.75 | - Certificate of Status |
| 35.00 | - Registered Agent Designation |
| ----- | |
| \$ 78.75 | Total |

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Thank you for your cooperation in this matter.

Sincerely,


Robert Q. Williams

RQW/cap

Enclosures

cc: Daniel W. Fowler

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAUTICAL DISCOVERIES, INC.

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation shall be Nautical Discoveries, Inc. The mailing address and the principal office of the corporation shall be located at 2345 S. U.S. Highway 27, Leesburg, Florida 34748.

ARTICLE II

DURATION OF THE CORPORATION

The existence of this corporation shall be perpetual.

ARTICLE III

CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the Florida General Corporation Act and the laws of the United States.

ARTICLE IV

AUTHORIZED STOCK

The authorized stock of this corporation shall consist of 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent and office of this corporation are as follows:

Robert Q. Williams
380 W. Alfred Street
Tavares, Florida 32778

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by amendment to the bylaws of the corporation, but shall never be less than one. The name and address of the person who shall serve as the initial director are as follows:

Daniel W. Fowler
2345 U.S. Highway 27
Leesburg, Florida 34748

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of this corporation are:

Daniel W. Fowler
2345 U.S. Highway 27
Leesburg, Florida 34748

ARTICLE VIII

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he 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 pre-empted 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 to exercise his pre-emptive 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.

EXECUTED this 10th day of June, 1999.

[Signature]
Daniel W. Fowler,
Incorporator

I hereby accept appointment as registered agent of Nautical Discoveries, Inc., and I am familiar with the requirements of Section 607.0505, Florida Statutes.

By: [Signature]
Robert Q. Williams
Registered Agent

STATE OF FLORIDA

COUNTY OF LAKE

The foregoing Articles of Incorporation were acknowledged before me this June 10th, 1999, by Daniel W. Fowler, as the Incorporator, [] who is personally known to me or, [X] who has produced F460-179-66-103-0 Florida Driver License as identification.

[Signature]
Notary Signature
Della D. Mickler
Printed Notary Signature

My Commission Expires:

[6/10/99 Z:\WP60\DATA\WORD1\MISC\NAUT-DIS.INC]



SECRETARY OF
LAHASSEE, FLORIDA

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