

R. Purinton NOV 16 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 16, 1998

DONALD J. COFFEY
3340 PEACHTREE RD. N.E. STE. 2550
ATLANTA, GA 30326

SUBJECT: H2O-THE WATERSPORTS NETWORK, INC.
Ref. Number: W98000025702

We have received your document for H2O-THE WATERSPORTS NETWORK, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 398A00054975

ARTICLES OF INCORPORATION

OF

H20-THE WATERSPORTS NETWORK, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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I.

The name of the Corporation is "**H20-THE WATERSPORTS NETWORK, INC.**".

II.

The Corporation shall have perpetual duration.

III.

The Corporation is organized as a Corporation for profit pursuant to the provisions of the Florida Business Corporation Act and may engage in any lawful activity and have any purpose not specifically prohibited to Corporations under the applicable laws of the State of Florida and shall be authorized to carry on any lawful business and to take any lawful actions necessary in connection therewith or incident thereto.

IV.

The Corporation shall have authority, to be exercised by its Board of Directors, to issue one hundred thousand (100,000) shares of Common Stock at no par value per share. The Corporation may purchase its own shares out of unrestricted and unreserved earned surplus and capital surplus available therefor and otherwise as provided by law. The Board of Directors of the Corporation may, from time to time, and in its discretion, distribute to its shareholders out of the capital surplus of the Corporation or as otherwise provided by law a portion of its assets, in cash or property. Shareholders of the Corporation shall not have any preemptive right to acquire unissued shares of the Corporation.

V.

The initial registered office of the Corporation is at 8337 Margarita Drive, Orlando, Florida 32817. The initial registered agent of the Corporation at such office is Dean Travis Clarke.

VI.

The mailing address of the initial principal office of the Corporation is 8337 Margarita Drive, Orlando, Florida 32817.

VII.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of his duty of care or other duty as a director; provided that this

provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Florida Business Corporation Act or any successor law or laws.

VIII.

The initial Board of Directors of the Corporation shall consist of two (2) members, whose names and addresses are as follows:

DEAN TRAVIS CLARKE

8337 Margarita Drive
Orlando, Florida 32817

ROBERT WHEELER

28 East Church Street
Cartersville, Georgia 30120

IX.

Any action required by the Florida Business Corporation Act to be taken at a meeting of the shareholders of the Corporation or which may be taken at a meeting of the shareholders may be taken without a meeting if written consent, setting forth the action so taken, is signed by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted.

X.

Each holder of shares of the Corporation entitled to vote at any election for directors of the Corporation may cumulate his votes for director and give one candidate a number of votes equal to the number of directors for whom he is entitled to vote multiplied by the number of votes to which his shares are entitled, or distribute the votes among two or more candidates.

XI.

The name and address of the incorporator is Donald J. Coffey, Ashenden, Flynn & Gottlieb, P.A., Tower Place, Suite 2550, 3340 Peachtree Road, N.E., Atlanta, Georgia 30326.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

By: Donald J. Coffey
DONALD J. COFFEY, Incorporator

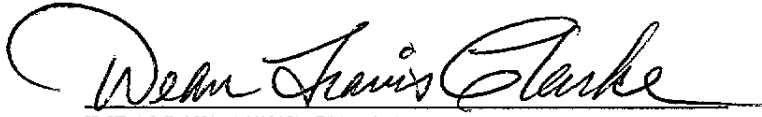
ASHENDEN, FLYNN & GOTTlieb, P.A.

Tower Place, Suite 2550
3340 Peachtree Road, N.E.
Atlanta, Georgia 30326
404/231-9399

CONSENT TO SERVE AS REGISTERED AGENT

I, **DEAN TRAVIS CLARKE**, hereby consent to serve as registered agent for **H2O-THE
WATERSPORTS NETWORK, INC.**

This 6th day of November, 1998


DEAN TRAVIS CLARKE

Registered Address:

8337 Margarita Drive
Orlando, Florida 32817

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