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HENRY T. SWANN, III, ESQUIRE
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FILED

95 JAN 31 PM 1:10

January 27, 1995

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Re: Scott Free Charters, Inc.

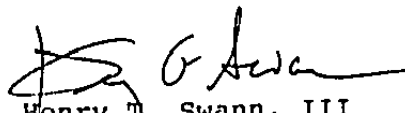
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***122.50 ***122.50

Gentlemen:

Enclosed, herewith, please find the original and one copy of the Articles of Incorporation for Scott Free Charters, Inc., together with my check in the amount of \$122.50. Please file the original and return the certified copy to the undersigned in the enclosed self-addressed stamped envelope.

Your consideration in this regard is greatly appreciated.

Sincerely,


Henry T. Swann, III

Enclosure

M-4
2-3-95

ARTICLES OF INCORPORATION
OF
SCOTT FREE CHARTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation is SCOTT FREE CHARTERS, INC.

ARTICLE TWO

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE THREE

The corporation shall have a principle office whose address shall be 5590 Atlantic View, St. Augustine, Florida 32084. The corporation's mailing address shall also be 5590 Atlantic View, St. Augustine, Florida 32084.

ARTICLE FOUR

The corporation is authorized to issue 500 shares of common stock with a par value of \$1.00 for a total capitalization of \$500.00 which shall be designated "Common Stock".

ARTICLE FIVE

The stock of the corporation shall all be common stock and of equal preference and equal rights.

ARTICLE SIX

The registered agent of the corporation shall be L. Scott Cosby, whose address is 5590 Atlantic View, St. Augustine, Florida 32084.

ARTICLE SEVEN

The name and address of the incorporator of this corporation is L. Scott Cosby, whose address is 5590 Atlantic View, St. Augustine, Florida 32084.

ARTICLE EIGHT

This corporation shall have one initial director. The number of directors may be increased, and if increased, thereafter decreased, from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of the corporation is L. Scott Cosby, whose address is 5590 Atlantic View, St. Augustine, Florida 32084.

ARTICLE NINE

The corporation may conduct such business as is authorized under law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Article of Incorporation this 27th day of January, 1995.

L. Scott Cosby
L. Scott Cosby
Incorporator

STATE OF FLORIDA

COUNTY OF ST. JOHNS

Before me, the undersigned authority, authorized to take acknowledgements in the State of Florida, personally appeared L. Scott Cosby, known to me and known to be the person who executed the foregoing Articles of Incorporation, that I relied upon a

Florida Driver's License as identification, and that an oath was taken.

Witness my hand and seal in the County and State last aforesaid this 27 day of January, 1995.



HENRY T. SWANN, III
MY COMMISSION # CC277023 EXPIRES
APRIL 15, 1997
BONDED THRU TROY FARM INSURANCE, INC.

Henry T. Swann, III
Notary Public-State of Florida

CERTIFICATE OF REGISTERED AGENT
OF

SCOTT FREE CHARTERS, INC.

Pursuant to Florida law the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 5590 Atlantic View, St. Augustine, Florida 32084, has named L. Scott Cosby, located at 5590 Atlantic View, St. Augustine, Florida 32084, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certification, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.

L. Scott Cosby
L. Scott Cosby
Registered Agent