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April 4, 1996

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

FILED  
96 APR -8 AM 8:03  
TALLHASSEE, FLORIDA

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-04/09/96--01085--000  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed please find the Articles of Incorporation for C-RAY CHARTERS, INC. The acceptance of designation by the Registered Agent for service of process is attached.

The name reservation number is R96000001639.

Also enclosed is my office check in the amount of \$122.50 in payment of the following fees:

Filing Articles F.S. 607.0122(1)	\$35.00
Registered Agent Designation F.S. 607.0122(7)	\$35.00
Certified Copy F.S. 607.0122(23)	\$52.50

If there is any problem with these documents as submitted, please call toll-free to 1-800-243-8529 and speak with me or Susan.

Very truly yours,

  
JON AGEE

JA/bj  
Enclosures

C-RAY.ART

F. CHESSEY APR 15 1996

ARTICLES OF INCORPORATION

These Articles of Incorporation are made and acknowledged by the undersigned Incorporator for the purpose of creating a domestic corporation for profit in accordance with §607.0202 Florida Statutes.

ARTICLE I

The corporate name of the corporation shall be C-RAY CHARTERS, INC.

ARTICLE II

The address of the principal office of the corporation shall be 313 S. Riverside Drive, Pompano Beach, Florida 33062. The mailing address shall be the same.

ARTICLE III

The corporation shall have the authority to issue one thousand (1,000) shares of common stock of the same class. Each share shall have a par value equal to One Dollar (\$1.00). All shares shall confer upon the owners thereof the same rights. No preemptive rights are granted to shareholders.

ARTICLE IV

The street address of the initial registered office of the corporation shall be 313 S. Riverside Drive, Pompano Beach, Florida 33062. The name of the initial registered agent of the corporation at that office is Paula Hust. A written acceptance of such office in accordance with §607.0501(3) Florida Statutes accompanies these Articles.

ARTICLE V

The name of the incorporator is Cyril Woods. The address of the Incorporator is 15 Wallsend Drive, Scarborough, Ontario M1E 3X6, Canada.

ARTICLE VI

The corporation shall have perpetual existence, which existence shall commence upon the date these Articles of Incorporation are filed with the Florida Secretary of State.

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96 MAR -8 AM 10:30  
TALLAHASSEE, FLORIDA

ARTICLE VII

The corporation is organized to transact any and all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act. Without limitation of the foregoing, it is anticipated that the initial business of the corporation will be the chartering of boats owned by it or under its control.

ARTICLE VIII

The number of Directors of the corporation shall be one (1); however, the number of Directors may be changed by amendment of the By-Laws of the corporation. Cumulative voting for Directors shall not be permitted.

In witness whereof, the undersigned Incorporator has signed these Articles of Incorporation and has acknowledged such act before a Notary Public in and for the State of Florida, on this April 2, 1996.

Cyril Woods (SEAL)  
Cyril Woods

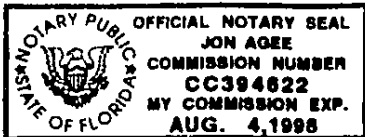
STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF BROWARD    )

Before me personally appeared Cyril Woods, who is personally known to me or produced the following identification if not personally known to me:

personally known  
(IF NOT PERSONALLY KNOWN, DESCRIBE THE IDENTIFICATION PRODUCED IN THE BLANK ABOVE.)

and who did not take an oath, and acknowledged to and before me that the foregoing Articles of Incorporation were executed freely for the purposes therein expressed.

Witness my hand and official seal this April 2, 1996.



Jon Agee  
Signature of Notary Public

Jon Agee  
Printed/Typed Name of Notary Public

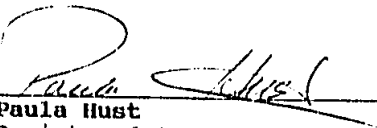
Commission No. \_\_\_\_\_  
My notary commission expires: \_\_\_\_\_

The Notary Public must affix his OFFICIAL SEAL of office in the blank space to the left of the notary public signature line above, and he must state on the lines provided above his typed name, the number of his commission and the date that his notary public commission expires, unless this information is clearly shown by the notary public seal or stamp. (If the commission is for life, he should enter "FOR LIFE" on the line.)

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Notice is hereby given to the Florida Department of State in accordance with §607.0501(3) *Florida Statutes* that the undersigned, having been designated by C-RAY CHARTERS, INC. in its Articles of Incorporation to serve as the Registered Agent of said corporation, and being familiar with the obligations of that position, hereby makes formal acceptance of such position and the responsibilities of the Registered Agent effective simultaneously with the designation. The business office of the undersigned is identical with the registered office of the said corporation, as provided by §607.0501(1)(b)(1) *Florida Statutes*.

Dated this April 4/3, 1996.

  
Paula Hust  
Registered Agent

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96 APR -8 AM 8:03  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA