

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-0062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

95 JUL 25 PM 3:19

RECEIVED
 TALLAHASSEE, FLORIDA

AT JUL 26 1996.

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	7/26		
TIME	4:00		CK No. _____
BY	JD		

WALK-IN
 WITH Pick Up _____

RE: Courtesy Boat Rentals & Yacht Charters, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
() Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
O U B.		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
 TERMS: NET 15 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

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96 JUL 26 PM 3:19

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COURTESY BOAT RENTALS & YACHT CHARTERS, INC.

The undersigned subscriber to these Articles of Incorporation, hereby forms this corporation under the Laws of the State of Florida.

Article I-Corporate Name

COURTESY BOAT RENTALS & YACHT CHARTERS, INC.

Article II- Duration

This corporation shall exist perpetually unless dissolved according to Florida Law.

Article III-Purpose

The corporation is organized for purpose of engaging in any business or activity permitted under the laws of the State of Florida and the United States.

Article IV-Capital Stock

The Corporation is authorized to issue 5000 shares of common stock of \$1.00 par value, which shall be designated "Common Stock."

Article V-Initial Registered Agent and Office

JIM BACHELOR
4326 BOUGAINVILLE DRIVE
APT. 304
LAUDERDALE BY THE SEAS, FL 33308

Article VI-Principal Mailing Address of Corporation

4326 BOUGAINVILLE DRIVE
APT. 304
LAUDERDALE BY THE SEAS, FL 33308

Article VII-Initial Board of Directors

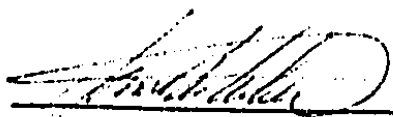
This corporation shall consist of one director initially, but shall never have less than one. The names of the initial directors are:

JIM BACHELOR

Article VIII-Incorporators

The name and address of the incorporator signing these Articles of Incorporation is:

JIM BACHELOR
4326 BOUGAINVILLE DRIVE
APT. 304
LAUDERDALE BY THE SEAS, FL 33308

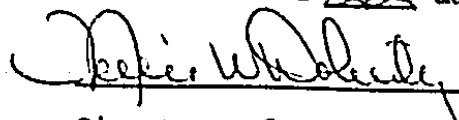
Signed: 

JIM BACHELOR

State of Florida
County of Broward

Before me a Notary Public authorized to take acknowledgements in the State and County set forth above, appeared _____ personally known to me or produced identification, Drivers License, who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

I hereby affix my hand and seal, in the State and County aforesaid this 22 day of July, 1996.



Signature of Notary

Nellie W. Schermy

Printed Name of Notary

My commission expires:

7/11/99



NELLIE W. SCHERMY
My Commission CC478884
Expires Jul. 11, 1999
Bonded by ABE
800-882-8878

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT
OF
COURTESY BOAT RENTALS & YACHT CHARTERS, INC.

Pursuant to Florida Statute Section 40.091 and 607.0501, 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:

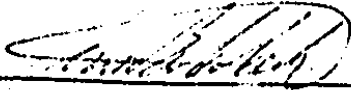
4326 BOUGAINVILLE DRIVE
APT. 304
LAUDERDALE BY THE SEAS, FL 33308

has named: JIM BACHELOR

located at the aforesaid address, as its Registered Agent to accept service of process within the State.

Acknowledgement:

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, 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.



Registered Agent

ROBERT J. BIGGIE, JR.

Attorney at Law

1120 B.E. Third Avenue
Fort Lauderdale, FL 33310

(DB4) 402-0000
Fax (DB4) 402-2010

P96000062820

August 15, 1996

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

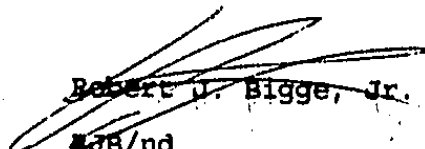
re: COURTESY BOAT RENTALS & YACHT CHARTERS, INC.

Dear Sir or Madam Clerk:

Enclosed please find original Amendment to Articles of
Incorporation and filing charges. After filing, kindly forward
the documents to my office.

If you have any questions please do not hesitate to contact my
office.

Very truly yours,


Robert J. Biggie, Jr.

RSB/nd

encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****35.00 *****35.00

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96 AUG 19 PM 12:22
DIVISION OF CORPORATIONS

COURTESY BOAT RENTALS & YACHT CHARTERS, INC.

AMENDMENT TO ARTICLES OF INCORPORATION

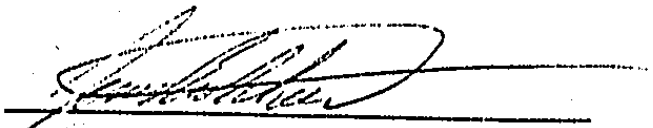
**1. AMENDMENT OF ADDRESS AND NAME OF
DIRECTOR/OFFICER**

The meeting was held at the offices of the corporation.

Correction of Address: 4326 Bougainvillea Drive
Apt. 30'
Lauderdale By The Sea, FL 33308

Correction of Name: James Neal Batchelor

The minutes for this amendment were taken by Robert J. Bigge, Jr., Esq.. The amendments were approved by the shareholders, and the number votes cast for the amendment was sufficient for approval.


James Neal Batchelor, President/Director

Dated this 11 day of August, 1996.

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56 AUG 19 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA