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JOHN A. JABRO
ATTORNEY AND COUNSELOR AT LAW
90311 OVERSEAS HIGHWAY, SUITE B
TAVERNIER, FLORIDA 33070

305/852-9233
FAX 305/852-0686

OF COUNSEL
JOSE D. PORTELA, ESQ.
DENNIS N. URBANO, ESQ.

January 8, 1997

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

100002055801--0
-01/13/97--01060--016
****122.50 ****122.50

RE: Articles of Incorporation of Redbone Charters, Inc.

Dear Sir/Madam:

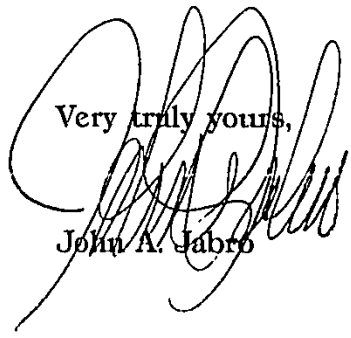
Enclosed please find the original and one copy of the Articles of Incorporation for Redbone Charters, Inc.

Also enclosed is a check in the amount of \$122.50 which represents your filing fees of \$35.00, certified copy fee of \$52.50 and the fee for designation of registered agent of \$35.00.

After filing, kindly return the certificate of incorporation and certified copy of the Articles of Incorporation to the above address.

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

503
JAN 16 1997 BSB
W97-1190

Very truly yours,

John A. Jabro

JAJ/lrm
Enclosures

97 MAR 28 PM 2:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 16, 1997

JOHN A. JABRO, ESQ.
90311 OVERSEAS HWY
SUITE B
TAVERNIER, FL 33070

SUBJECT: REDBONE CHARTERS, INC.
Ref. Number: W97000001190

We have received your document for REDBONE CHARTERS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 097A00002362

JOHN A. JABRO
ATTORNEY AND COUNSELOR AT LAW
90811 OVERSEAS HIGHWAY, SUITE B
TAVERNIER, FLORIDA 33070

305/852-9233
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OF COUNSEL
JOSE D. PORTELA, ESQ.
DENNIS N. URBANO, ESQ.

March 24, 1997

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

*Re: Articles of Incorporation of Redbone Sport Fishing
Charters, Inc.*

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Redbone Sport Fishing Charters, Inc. Also enclosed is a copy of your letter dated January 16, 1997.

After filing, kindly return the certificate of incorporation and certified copy of the Articles of Incorporation to the above address.

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

Very truly yours,


John A. Jabro

JAJ/lrm
Enclosures

ARTICLES OF INCORPORATION
OF
REDBONE SPORT FISHING CHARTERS, INC.

FILED
97 MAR 28 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is:

REDBONE SPORT FISHING CHARTERS, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock. The consideration to be paid for each share shall be made in money, property or services. The Board of Directors shall determine the reasonable value of all consideration, other than money, paid for such shares and their determination, made in good faith, shall be final and conclusive as to such value.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others

ARTICLE VI - INITIAL CORPORATE OFFICE

The street address of the initial corporate office of this corporation is: #5 Davis Lane, Islamorada, Florida 33036.

ARTICLE VII - INITIAL REGISTERED AGENT

The initial registered agent of the corporation shall be Gary J. Ellis, #5 David Lane, Islamorada, Florida 33036.

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator signing these Article is: Gary J. Ellis, #5 Davis Lane, Islamorada, Florida 33036.

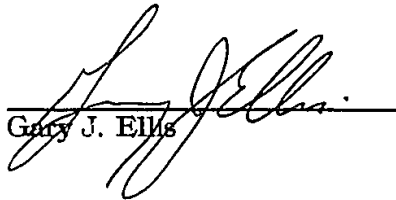
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the shareholders is subject to this reservation.

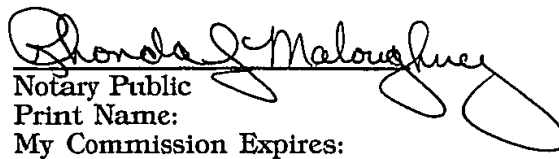
IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation on the 21 day of March,
1997.



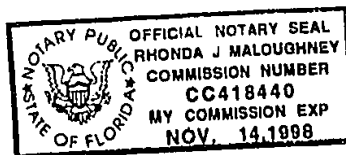
Gary J. Ellis

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 21st
day of March, 1997, by Gary J. Ellis, (✓) who is personally known to
me or () produced _____ as identification.



Notary Public
Print Name:
My Commission Expires:



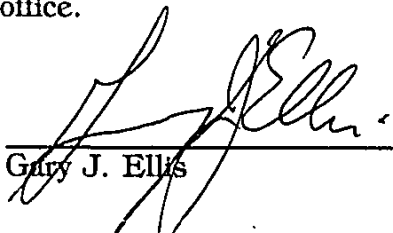
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with
Section 48.091 and Section 607.0501, Florida Statutes:

REDBONE SPORT FISHING CHARTERS, INC., desiring to
organize under the laws of the State of Florida with its principal office
as indicated in the Articles of Incorporation at #5 Davis Lane,
Islamorada, Florida 33036, Monroe County, State of Florida, names
its agent to accept service of process within this State: Gary J. Ellis,
#5 Davis Lane, Islamorada, Florida 33036.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in the certificate, I hereby
accept to act in this capacity, and agree to comply with the provisions
of said Act relative to keeping open said office.



Gary J. Ellis

Date: 3/19/97

FILED
98 MAR 28 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA