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PAID 0000074192
August 21, 1998
OVERNIGHT DELIVERY

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

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****122.50 ****122.50

Re: Bandit Charters, Inc.

Dear Sir:

Enclosed are the following:

1. Articles of Incorporation for Bandit Charters, Inc., including Designation and Acceptance of Registered Agent; and
2. A check in the amount of \$122.50 for your filing fee and a certified copy.

Please file the Articles of Incorporation and return proof of filing to this office in the envelope provided.

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

Sincerely,

Sally C. Buselli
SALLY C. BUSSELL

SCB:lp
Enclosures

cc: Stanley G. Barnard, Jr.

FILED
98 AUG 24 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA
AUG 25 1998
[Signature]

P#88661.1

ARTICLES OF INCORPORATION
OF
BANDIT CHARTERS, INC.

FILED
98 AUG 24 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this Corporation shall be:

Bandit Charters, Inc.

and its principal office and mailing address shall be at:

10901 Seaglades Drive
Pensacola, FL 32507

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 10,000 shares of Common Stock.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

10901 Seaglades Drive
Pensacola, FL 32507

The name of the initial registered agent of this Corporation at that address shall be:

Stanley G. Barnard, Jr.

ARTICLE VI

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Stanley G. Barnard, Jr.
10901 Seaglades Drive
Pensacola, FL 32507

ARTICLE VII

INCORPORATOR

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

<u>Name</u>	<u>Street Address</u>
Stanley G. Barnard, Jr.	10901 Seaglades Drive Pensacola, FL 32507

ARTICLE VIII

PREEMPTIVE RIGHTS

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to

be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 12 day of August, 1998.

Stanley G. Barnard Jr.
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing document was acknowledged, sworn to and subscribed before me this 12th day of August, 1998, by Stanley G. Barnard, Jr., who is personally known to me and who did take an oath.

(SEAL)
SALLY C. BUSSELL
"Notary Public-State of FL"
Comm. Expires Sept. 29, 1999
Comm. No. CC 474864

Sally Busnell
Signature of Notary

Sally Busnell
Typed Name of Notary

Notary Public

Commission No.: _____

DESIGNATION AND ACCEPTANCE

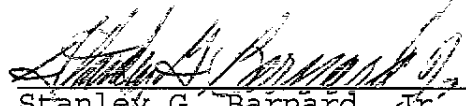
OF

REGISTERED AGENT

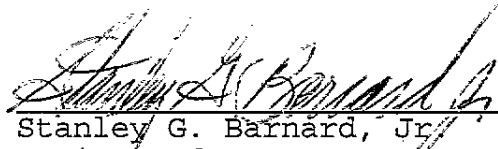
OF

BANDIT CHARTERS, INC

Pursuant to Section 48.091 and Chapter 607, Florida Statutes, BANDIT CHARTERS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 10901 Seaglades Drive, FL 32507, has named Stanley G. Barnard, Jr., located thereat as its registered agent to accept service of process within this state.

By: 
Stanley G. Barnard, Jr.
Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
Stanley G. Barnard, Jr.
Registered Agent

98 AUG 24 PM 12:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED