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ULMER, MURCHISON, ASHBY & TAYLOR

200 WEST FORSYTH STREET, SUITE 1600

POST OFFICE BOX 479

JACKSONVILLE, FLORIDA 32201

(904) 354-9000

July 19, 1995

HERMAN ULMER (1895-1980)
CHARLES H. MURCHISON (1899-1987)
CLARENCE G. ASHBY (1900-1995)

W. SPERRY LEE
HERMAN ULMER, JR.
OF COUNSEL

FAX (904) 354-9100

JOHN S. DUSS, IV
REED W. GRIMM
WILLIAM I. GULLIFORD, III
CLARENCE H. HOUSTON, JR.
WILLIAM L. JOEL
EDWARD L. KELLY
THERESA MARIE KENNEY
EDWARD W. LANE, III
LEWIS S. LEE
JOHN W. MOORE
DOUGLAS H. MORFORD
WILLIAM E. SCHEU
CARL M. STEWART
JAMES S. TAYLOR
LORI E. TERENS
D. THOMAS WHITEFIELD

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

Re: Articles of Incorporation for
No Stress Motoryacht Charters, Inc.

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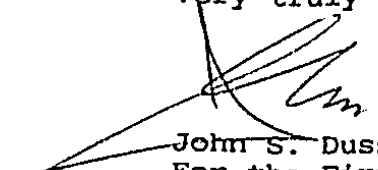
4000001543454
-08/01/95--01072--018
*****10.00 *****10.00

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of No Stress Motoryacht Charters, Inc., along with our check in the amount of \$122.50 to cover the filing fee. Please file the original Articles of Incorporation and return the copy stamped "filed" in the enclosed self-addressed, stamped envelope.

Please call me if you have any questions.

Very truly yours,


John S. Duss, IV
For the Firm

JSDIV:sm
Enclosures

cc: Mrs. Deborah M. Howe (w/ encl)
cc: Mr. Rex R. Howe (w/ encl)
cc: Mr. Peter A. Massaniso (w/ encl)
cc: Mr. William H. Beckerleg, Jr. (w/ encl)

FILED
95 JUL 21 PM 12:03
TALLAHASSEE, FLORIDA

44
7-27-95

ULMER, MURCHISON, ASHBY & TAYLOR

200 WEST FORSYTH STREET, SUITE 1600

POST OFFICE BOX 479

JACKSONVILLE, FLORIDA 32201

(904) 354-9000

July 25, 1995

HERMAN ULMER (1955-1980)
CHARLES H. MURCHISON (1955-1987)
CLARENCE G. ASHBY (1900-1985)

W. SPERRY LEE
HERMAN ULMER, JR.
OF COUNSEL

FAX (904) 354-9100

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CARL M. STEWART
JAMES S. TAYLOR
LORI E. TERENS
B. THOMAS WHITEFIELD

Ms. Kathy Hyman
Division of Corporations
Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

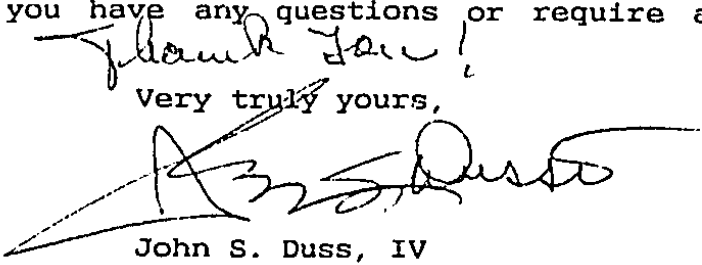
Re: Articles of Incorporation for
No Stress Motoryacht Charters, Inc.

Dear Ms. Hyman:

In accordance with your telephone call to me this morning,
enclosed please find our firm's check in the amount of \$10.00 to
cover the deficiency in the fees for incorporation of the
referenced entity.

Please call me if you have any questions or require any
additional information.

Thank You!
Very truly yours,


John S. Duss, IV
For the Firm

JSDIV:sm
Enclosure

ARTICLES OF INCORPORATION
OF
NO STRESS MOTORYACHT CHARTERS, INC. 95 JUL 21 PM 12:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation is NO STRESS MOTORYACHT CHARTERS, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Shares

The aggregate number of shares which this corporation shall have authority to issue shall be 1,000 of a par value of \$1.00 per share.

Article V - Principal and Registered Office and Registered Agent

The street address of the principal office of the corporation is Suite 8000, 4400 Marsh Landing Boulevard, Ponte Vedra Beach, Florida 32082, and the address of the initial registered office of this corporation is Suite 1600, 200 West Forsyth Street (32202), Post Office Box 479, Jacksonville, Florida 32201-0479, and the name of the initial registered agent at that address is John S. Duss, IV.

Article VI - Initial Board of Directors

This corporation shall have four (4) directors initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws, but shall never be fewer than one. The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Deborah M. Howe	Suite 8000 4400 Marsh Landing Boulevard Ponte Vedra Beach, FL 32082
Rex R. Howe	Suite 8000 4400 Marsh Landing Boulevard Ponte Vedra Beach, FL 32082
Peter A. Massaniso	Suite 8000 4400 Marsh Landing Boulevard Ponte Vedra Beach, FL 32082
John S. Duss, IV	Suite 1600 200 West Forsyth Street Jacksonville, Florida 32202

Article VII - Incorporator

The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
John S. Duss, IV	Suite 1600 200 West Forsyth Street (32202) Post Office Box 479 Jacksonville, FL 32201-0479

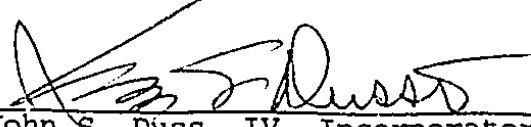
Article VIII - Indemnification

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully set forth in the by-laws.

Article IX - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of July, 1995.


John S. Duss, IV, Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of July, 1995, by JOHN S. DUSS, IV, who is personally known to me.



SUZANNE MCCALL
MY COMMISSION # CC260421 EXPIRES
March 19, 1997

Suzanne McCall
Notary Public
State of Florida at Large

My Commission expires:

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

John S. Duss, IV
Registered Agent

FILED
95 JUL 21 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95 000058010

ULMER, MURCHISON, ASHBY & TAYLOR

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CHARLES H. MURCHISON (1899-1987)
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W. SPERRY LEE
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DOUGLAS H. MORFORD
WILLIAM E. SCHEU
CARL M. STEWART
LORI E. TERENS
B. THOMAS WHITEFIELD

December 9, 1996

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

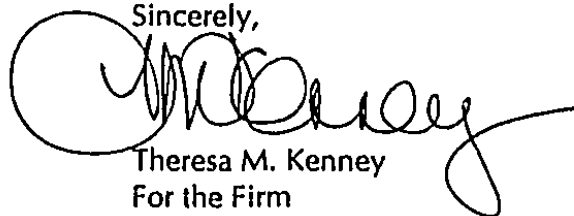
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Dissolution- No Stress Motoyacht Charters, Inc.

Gentlemen:

Enclosed please find an original and one fully conformed copy of Articles of Dissolution for the above-referenced corporation. Please file the same and have a certified copy returned to our office. Also enclosed is our firm's check in the amount of \$35.00 to cover all fees.

Sincerely,


Theresa M. Kenney
For the Firm

TMK:am
Enc. as noted
cc: Deborah M. Howe (w/out encl)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 10 PM 3:34

ALL DEC 17 1996

ARTICLES OF DISSOLUTION

The undersigned, being the President, Chairman and Secretary of **No Stress Motoryacht Charter, Inc.**, a corporation organized and existing under the laws of the State of Florida, for the purpose of complying with the provisions of Sections 607.1402, and 607.1403, Florida Statutes, in relation to the voluntary dissolution of corporations, do hereby certify as follows:

1. The name of the corporation is **No Stress Motoryacht Charter, Inc.**
2. The Articles of Incorporation of said corporation was filed with the office of Secretary of State of Florida on the 21st day of July, 1995.
3. The said corporation elects to dissolve.
4. The Board of Directors and Shareholders of said corporation, at a meeting duly held and called for that purpose on October 31, 1996, did by the unanimous vote of the whole board and all of the stockholders adopt the following resolutions:

"**RESOLVED**, that in the judgement of the Board of Directors and shareholders it is deemed desirable and advisable to dissolve this corporation forthwith in the manner prescribed by Chapter 607, Florida Statutes; and

RESOLVED, that the officers of this corporation be and they are hereby authorized and directed to execute Articles of Dissolution showing the adoption of these resolutions and that they cause such Articles of Dissolution to be filed in the office of the Secretary of State.

RESOLVED FURTHER, that upon execution of said Articles of Dissolution, the directors and officers of the Corporation be and they are hereby authorized and directed: (i) to take all action necessary and appropriate to ascertain all claimants or potential claimants of the corporation, to deliver notices to all known claimants or potential claimants holding matured or unmatured, contingent, conditional or unliquidated claims against the Corporation, as required under Section 607.1406, Fla. Stat. (1995); (ii) to provide for payment or make any necessary and appropriate provisions for all other obligations of the Corporation as to any and all claimants and/or potential claimants, known or unknown, in amount said directors/officers in exercise of their business judgment deem sufficient; and (iii) to take such further action as may be required to effect the dissolution of the Corporation, and wind up its business and affairs."

IN WITNESS WHEREOF, the undersigned have made and executed this instrument this 31 day of October, 1996.

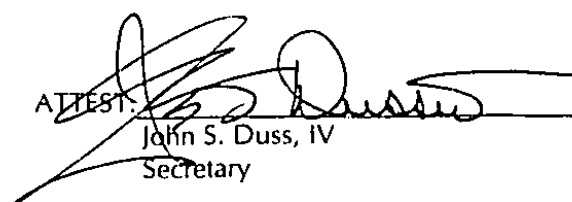


REX R. HOWE, President



DEBORAH M. HOWE, Chairman

ATTEST:



John S. Duss, IV
Secretary