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July 10, 1998

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

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-07/13/98--01138--002
***1793.75 ***1793.75

Re: Gulf View Charters, Ltd.

Dear Sir or Madam:

On behalf of our client, Wykagyl, Ltd., enclosed for filing please find its Certificate of Limited Partnership, Affidavit and Acceptance of Appointment by Resident Agent, together with our firm's check in the amount of \$1,793.75 for the filing fee and a Certificate of Status.

To evidence the Secretary of State's receipt of this letter and the referenced enclosures, I would appreciate your stamping the enclosed additional copy of the Certificate of Limited Partnership and returning it along with a Certificate of Status.

Please feel free to call me if you have any questions.

Sincerely,

Jennifer Riddle
Jennifer Riddle, Legal Assistant
To Mindy L. Carreja

jdr
enclosures
cc: Charles M. Davis, Jr., w/encls.
155857.1

Name	<i>MBH</i>
Availability	<i>MBH</i>
Document Examiner	<i>MBH</i>
Updater	<i>MBH</i>
Updater Verifier	<i>MBH</i>
Acknowledgement	<i>MBH</i>
... P. Verifier	<i>MBH</i>

6801-1089

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUL 13 AM 10:54

**CERTIFICATE OF LIMITED PARTNERSHIP
OF GULF VIEW CHARTERS, LTD.**

This is a Certificate of Limited Partnership of GULF VIEW CHARTERS, LTD. (the "Partnership"), dated as of July 1, 1998. The General Partner of the Partnership hereby certifies as follows:

1. The name of the Partnership is GULF VIEW CHARTERS, LTD.
2. The name and address of the agent of the Partnership for service of process required to be maintained by Section 620.105, Florida Statutes, is John N. Giordano, 220 South Franklin Street, Tampa, FL 33602.
3. The sole general partner of the Partnership is Wykagyl, Inc., whose address is 4600 West Cypress Street, Suite 200, Tampa, Florida 33607.
4. The mailing address and the principal place of business of the Partnership is 4600 West Cypress Street, Suite 200, Tampa, Florida 33607.
5. The latest date upon which the Partnership is to be terminated and dissolved is December 31, 2050.

IN WITNESS WHEREOF, the undersigned, the sole General Partner of the Partnership, has executed the foregoing Certificate of Limited Partnership as of the date and year first written above.

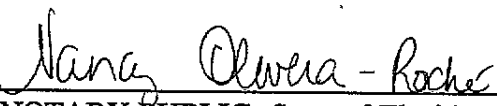
Wykagyl, Inc., General Partner

By: 
Charles M. Davis, Jr., President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of July 1998, by Charles M. Davis, Jr., President of Wykagyl, Inc., a Florida corporation on behalf of the corporation, the General Partner of GULF VIEW CHARTERS, LTD. He is personally known to me and did take an oath.


NOTARY PUBLIC, State of Florida
at Large

My Commission Expires
154899.1

March 15, 1999

NANCY OLIVERA-ROCHER
Notary Public, State of Florida
My commission expires March 15, 1999
No. 00445612

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

I hereby accept my appointment as Resident Agent for service of process on the above named limited partnership and agree to act as such in accordance with the provisions of §620.105 of the Florida Statutes.


John N. Giordano

154899.1

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 13 AM 10:54

AFFIDAVIT

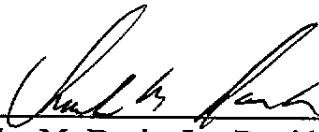
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DIVISION OF CORPORATIONS
98 JUL 13 AM 10:54

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

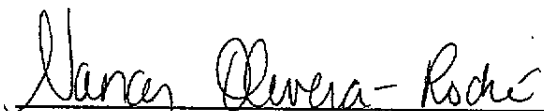
Charles M. Davis, Jr., being sworn, upon his oath, deposes and says:

1. I am the President of Wykagyl, Inc., the General Partner of GULF VIEW CHARTERS, LTD., a Florida limited partnership.
2. This affidavit is being made in accordance with Section 620.108(1), Florida Statutes.
3. The amount of capital contributions of the Limited Partners that have been made or are anticipated to be made to the Partnership is \$1,000,000.



Charles M. Davis, Jr., President
Wykagyl, Inc.
General Partner of
Gulf View Charters, Ltd.

The foregoing instrument was acknowledged before me this 8 day of July 1998, by Charles M. Davis, Jr., President of Wykagyl, Inc., a Florida corporation on behalf of the corporation, the General Partner of GULF VIEW CHARTERS, LTD. He is personally known to me and did take an oath.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires

March 15, 1999

NANCY OLIVERA-ROCHE
Notary Public, State of Florida
My comm. Expires March 15, 1999
No. CC445612

154899.1