TRANSMITTAL LETTER

F95000002367

TO: QUALIFICATION/REGISTRATION SECTION
DIVISION OF CORPORATIONS

900001427469
-03/13/95--01025--004
*****78.75 *****78.75

SUBJECT: ENCORE ASSOCIATES, INC.
(Name of corporation)

Dear Sir or Madam:

The enclosed 'Application by Foreign Corporation for Authorization to Transact Business in Florida', 'Certificate of Existence', and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

JAY G. TOKAR
(Name of Person)

CARD, PALMER, SIBBISON & CO.
(Firm/Company)

1650-C CROSSINGS PARKWAY
(Address)

WESTLAKE, OHIO 44145
(City, State and Zip Code)

Should you need to call someone concerning this matter, please call:

JAY G. TOKAR at 216-892-7070.
(Name of Person) Area Code & Daytime Telephone Number

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DIVISION OF CORPORATIONS
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COURIER ADDRESS:
Qualification/Registration Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Registration Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1995

CARD, PALMER, SIBBISON & CO.
% JAY G. TOKAR
1650-C CROSSINGS PARKWAY
WESTLAKE, OH 44145

SUBJECT: ENCORE ASSOCIATES, INC.
Ref. Number: W95000005514

We have received your document for ENCORE ASSOCIATES, INC. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

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Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

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) 487-6094.

Steven Harris
Corporate Specialist

Letter Number: 295A00011054

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Wilson Bayseinger, do hereby certify that this Resolution of the Board of Directors of Encore Associates, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on October 30, 19 94.

Resolved, that Encore Associates, Inc., organized and existing in the State of Delaware, hereby adopts the name Encore Charters, Inc. for use in Florida.

Dated: May 11, 1995

Signature of at least one director

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INHS19(3/93)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. ENCORE ASSOCIATES, INC.
(Name of corporation: must include the word 'INCORPORATED', 'COMPANY', 'CORPORATION' or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELEWARE
(State or country under the law of which it is incorporated)

3. 59-3276116
(FEI number, if applicable)

4. 10/30/94
(Date of Incorporation)

5. PERPETUAL
(Duration: Year corp. will cease to exist or 'perpetual')

6. FEBRUARY 1, 1995
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.155, F.S.)*

7. 1500 SAWGRASS WAY
PALM CITY, FLORIDA 34990
(Current mailing address)

8. BOAT CHARTERS
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent:**

Name: JAY G. TOKAR

Office Address: 1500 SAWGRASS WAY

PALM CITY, Florida, 34990
(Zip Code)

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10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: WILSON BAYSINGER

Address: 1500 SAWGRASS WAY

PALM CITY, FLORIDA 34990

Director: MARY BAYSINGER

Address: 1500 SAWGRASS WAY

PALM CITY, FLORIDA 34990

B. OFFICERS

President: WILSON BAYSINGER

Address: 1500 SAWGRASS WAY

PALM CITY, FLORIDA 34990

Vice President: _____

Address: _____

_____

Secretary: MARY BAYSINGER

Address: 1500 SAWGRASS WAY

PALM CITY, FLORIDA 34990

Treasurer: WILSON BAYSINGER

Address: 1500 SAWGRASS WAY

PALM CITY, FLORIDA 34990

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. X _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. WILSON BAYSINGER
(Typed or printed name and capacity of person signing application)

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENCORE ASSOCIATES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MAY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel, Secretary of State

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AUTHENTICATION: 7498066

DATE: 05-08-95