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SECRETARY OF STATE
DIVISION OF CORPORATIONS

89 NOV -9 PM 2:14
Pd 3/30/99 CK # 6186



DO NOT WRITE IN THIS SPACE

3. Date incorporated or Qualified 05/15/1986	
4. FEI Number 59-2678454	Applied For <input type="checkbox"/> Not Applied
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # J14484 (6)			
1. Corporation Name SUN DREAM YACHT CHARTERS, INC.			
Principal Place of Business 852 NE 20TH AVE. FT. LAUDERDALE FL 33304		Mailing Address 852 NE 20TH AVE. FT. LAUDERDALE FL 33304	

2. Principal Place of Business		2a. Mailing Address	
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.		
22 City & State	27 City & State		
23 Zip	28 Zip		
24 Country	29 Country		

9. Name and Address of Current Registered Agent BRANTMEYER, WILLIAM 310 COCONUT ISLE FT. LAUDERDALE FL	
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10. Name and Address of New Registered Agent	
81 Name	
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: Will E Brant DATE: 11/11/99
Signature, typed or printed name of registered agent and sign if applicable. (NOTE: Registered Agent signature required when resigning)

12. OFFICERS AND DIRECTORS	
TITLE	NAME
STREET ADDRESS	CITY - ST - ZIP
<input type="checkbox"/> DELETE	
TITLE	NAME
STREET ADDRESS	CITY - ST - ZIP
<input checked="" type="checkbox"/> DELETE	
TITLE	NAME
STREET ADDRESS	CITY - ST - ZIP
<input checked="" type="checkbox"/> DELETE	
TITLE	NAME
STREET ADDRESS	CITY - ST - ZIP
<input type="checkbox"/> DELETE	
TITLE	NAME
STREET ADDRESS	CITY - ST - ZIP
<input type="checkbox"/> DELETE	
TITLE	NAME
STREET ADDRESS	CITY - ST - ZIP
<input type="checkbox"/> DELETE	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Add
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Will E Brant
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

MINUTES OF ORGANIZATIONAL MEETING
OF DIRECTORS OF

Sun Dream Yacht Charters Inc

The initial directors held the organization meeting of the above named corporation at 852 NE 20th Ave Fort Lauderdale FL

on Oct 27, 1999, at 1:00 o'clock PM.

The meeting was called to order by an initial director of the above named corporation.

A motion was made, seconded and carried electing said director as Chairman and Secretary of the meeting, who then accepted and proceeded to carry out required duties of the office(s).

The Secretary then called the names of the initial directors as named in the Articles of Incorporation (attached). The Secretary announced that a majority of the initial directors were present. The Chairman then declared that the meeting was in compliance with applicable Florida Law.

Waiver(s) of notice or notice(s) of the time and place of the present organization meeting for each of the initial directors of the above named corporation were then presented and read by the Secretary. Said documents were directed to be filed and spread at length upon these minutes.

A copy of the Articles of Incorporation of the above named corporation were then read by the Secretary who indicated that on the date stamped thereon, the original thereof together with the required filing fees and taxes were filed with the Department of State of Florida, receipt thereof evidenced by a letter received from the Department of State. On motion duly made and carried, it was

RESOLVED and ORDERED that the Secretary's report be accepted and that a copy of the articles and letter be spread at length upon the minutes.

DIRECTOR(S)' RESIGNATION

SUN Dream Yacht Charters, Inc.

The Chairman then recognized the director named below who tendered his/her resignation, effective upon the adjournment of this meeting. Upon motion duly made, seconded and carried said resignation was accepted and the Secretary was ordered to spread same upon the minutes of the meeting.

I (We) the undersigned director(s) of the above named corporation, do hereby tender my (our) resignation(s), to take effect upon the adjournment of the meeting of the Board of Directors at which this resignation is accepted.

Dated: OCT 27, 1999.

Jeff Skewing (T)
Robert V. Brantner (V)