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Division of Corporations

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DIVISION OF CORPORATION

FOREIGN LIMITED LIABILITY COMPANY

Compass-Noel Group Charters LLC

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**APPLICATION BY FOREIGN LIMITED LIABILITY
COMPANY FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*In Compliance With Section 608.503, Florida Statutes, The Following Is Submitted To
Register A Foreign Limited Liability Company To Transact Business In The State Of Florida:*

**ARTICLE I
NAME**

The name of the limited liability company is:

COMPASS-NOEL GROUP CHARTERS LLC

**ARTICLE II
JURISDICTION AND TAX IDENTIFICATION**

Compass-Noel Group Charters LLC (the "Company") is a Delaware limited liability company. The Company is a disregarded entity for federal income tax purposes and does not have a federal tax identification number.

**ARTICLE III
DATE OF FORMATION/PERPETUAL EXISTENCE**

The date of organization of the Company is June 10, 2004. The Company will exist perpetually unless dissolved by the Members or by law.

**ARTICLE IV
DATE OF TRANSACTING BUSINESS IN FLORIDA/PURPOSE**

The Company will begin transacting business in Florida in October, 2004. The purpose of the Company shall be to conduct any and all lawful business within the State of Florida.

**ARTICLE V
ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS**

The mailing address and location of the principal office of the Company is:

2711 Centerville Road, Suite 400,
Wilmington, Delaware 19808

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ARTICLE VI
REGISTERED OFFICE AND AGENT

The Registered Office of the Company is located at 1395 Panther Lane, Suite 300, Naples, Florida 34109. The name of the Registered Agent at that location is Naples-Lawdock, Inc.

ARTICLE VII
MANAGEMENT

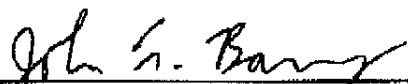
The Company is a manager managed limited liability company. The name of the initial manager is John M. Noel. The address of the initial manager is:

2711 Centerville Road, Suite 400,
Wilmington, Delaware 19808

ARTICLE VIII
ORIGINAL CERTIFICATE OF EXISTENCE

Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the laws of Delaware, the jurisdiction of the Company's formation

Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)



John A. Barry, Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant To The Provisions Of Section 608.415 Or 608.507, Florida Statutes, The Limited Liability Company Submits The Following Statement To Designate A Registered Office And Registered Agent In The State Of Florida.

1. The name of the Limited Liability Company is COMPASS-NOEL GROUP CHARTERS LLC.
2. The name and the Florida street address of the registered agent and office are:

Naples-Lawdock, Inc.
1395 Panther Lane
Suite 300
Naples, Florida 34109

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned officer on behalf of the above referenced Florida corporation hereby accepts the appointment as registered agent and agrees to act in this capacity. The Corporation further agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and is familiar with and accept the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

NAPLES-LAWDOCK, INC.,
a Florida corporation

By: 

Kevin Carmichael
Vice-President

Delaware

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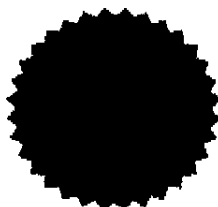
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COMPASS-NOEL GROUP CHARTERS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COMPASS-NOEL GROUP CHARTERS LLC" WAS FORMED ON THE TENTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3286008

DATE: 08-10-04