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## FLORIDA PROFIT CORPORATION OR P.A.

DOLLFUN CHARTERS OF MIAMI, INC.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 6, 2000

FAS-T

SUBJECT: DOLLFUN CHARTERS, INC.  
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**ARTICLES OF INCORPORATION  
FOR  
Dollfun Charters OF MIAMI, INC.**

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**ARTICLE I**

The name of the corporation is: Dollfun Charters OF MIAMI, INC. THE MAILING ADDRESS OF THE corporation is: 2219 S.W. 59<sup>th</sup> Avenue, Miami, Florida 33155.

**ARTICLE II**

The duration of the corporation shall be perpetual. The date and time of the commencement of the corporate existence of the corporation shall be upon filing these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE III**

The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act, activity or business for which corporations may be organized under the laws of the United States of America and of the State of Florida. Additionally, this corporation shall have all of the powers vested in a corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE IV**

The aggregate number of shares which the corporation is authorized to issue and have outstanding at any time is 100,000 common shares. Such 100,000 common shares shall consist of one class only having a par value of \$.01 per share.

**ARTICLE V**

The street address of the initial registered office of the corporation is 6360 S.W. 84th Street, Miami, Florida 33143-8029. The name of the corporation's initial registered agent at said address is David S. Kaufman.

**ARTICLE VI**

The number of directors constituting the initial Board of Directors shall be two (2). The name and street address of the initial members of the Board of Directors is:

Daniel Paolucci  
2219 S.W. 59th Avenue  
Miami, Florida 33155

The number of Directors may be increased or diminished from time to time by Bylaws adopted by either the Shareholders or the Directors, but shall never be less than such number as required by the laws of the State of Florida.

**ARTICLE VII**

The name and street address of the incorporator is:

David S. Kaufman  
6360 S.W. 84 Street  
Miami, Florida 33143

**ARTICLE VIII**

No contract or other transaction between this corporation and one or more of its directors, officers and/or shareholders or any other corporation, firm, association or entity in which one or more of its directors, officers and/or shareholders are directors, officers, shareholders or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

- a. The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c. The contract or transaction is fair and reasonable as the corporation at the time it is authorized by the board, a committee thereof or the shareholders.

**ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by Florida law.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Incorporation to be executed at Miami-Dade County, Florida this 6<sup>th</sup> day of March, 2000.

  
David S. Kaufman, Incorporator

  
David S. Kaufman, Resident Agent

STATE OF FLORIDA           )  
  ) SS:  
COUNTY OF MIAMI-DADE   )

The foregoing Articles of Incorporation were sworn and subscribed before me by David S. Kaufman, as Incorporator and Resident Agent, based upon personal knowledge, this 6<sup>th</sup> day of March, 2000.

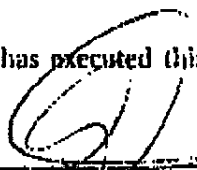
  
Notary Public  
Printed name



**ACCEPTANCE OF REGISTERED AGENT**

Having been designated registered agent for Dollfus Charters OF MIAMI, INC. a corporation to be organized under the laws of the State of Florida, the undersigned hereby accepts such appointment and the obligations of that position and represents that the undersigned is familiar with the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 6<sup>th</sup> day of March, 2000.

  
David S. Kaufman

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