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‡Wills, Trusts And Estates Law

March 13, 2000

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Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

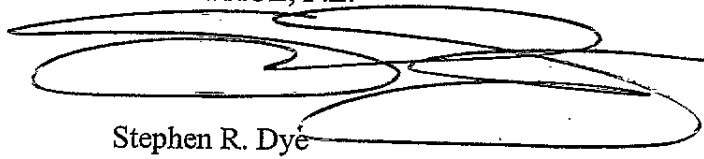
RE: **Filing Articles of Incorporation - OUTCAST CHARTERS, INC.**

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above. Our firm's check in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Registered Agent Fee is also attached. Please return the certificate to the undersigned.

Thank you for your attention to this matter.

Very truly yours,
DYE, DEITRICH, PRATHER, PETRUFF
& ST. PAUL, P.L.



Stephen R. Dye

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 15 PM 3:00

SRD:ps
Encs. Articles of Incorporation
Check, \$70.00

F:\DATA\Docs\Firms\Corporation\SRD Corporate Forms\Dept of State.Articles 1tr 2000.doc

3/22/00

EFFECTIVE DATE

3/10/00

ARTICLES OF INCORPORATION

OF

OUTCAST CHARTERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR 16 PM 3: 00

The undersigned, MATTHEW T. BOWERS, desires to become a body corporate and as Incorporator does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be: **OUTCAST CHARTERS, INC.**

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles as hereinafter set forth if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, ratably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office is 7615 18th Avenue NW, Bradenton, Florida, 34209. The mailing address of the corporation is 7615 18th Avenue NW, Bradenton, Florida, 34209. The name of this corporation's initial registered agent is MATTHEW T. BOWERS. The initial registered office is 7615 18th Avenue NW, Bradenton, FL 34209. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two. The Board of Directors shall consist of not less than one nor more than seven members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of two persons. The name and address of the member of the initial Board of Directors are as follows:

MATTHEW T. BOWERS	-	7615 18 TH Avenue NW
President		Bradenton, FL. 34209

CHRISTINE B. BOWERS
Secretary/Treasurer

7615 18TH Avenue NW
Bradenton, FL. 34209

ARTICLE VIII

The name and address of the Incorporators are as follows:

MATTHEW T. BOWERS - 7615 18TH Avenue NW
Bradenton, FL. 34209

CHRISTINE B. BOWERS - 7615 18TH Avenue NW
Bradenton, FL. 34209

IN WITNESS WHEREOF, the undersigned, being the original Incorporator of this corporation, does certify that he is of full age and competent to contract and that the Directors named are of full age and citizens of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and, accordingly, I have hereunto set my hand and seal this 10TH day of March, 2000.

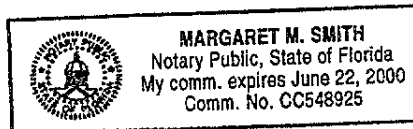
Matthew T. Bowers
MATTHEW T. BOWERS

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day personally appeared before me MATTHEW T. BOWERS, who is personally known to me; or who has produced _____ as identification, and who acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the county and state aforesaid this 10TH day of March, 2000.

Margaret M. Smith
Notary Public
My Commission Expires:



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE MENTIONED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

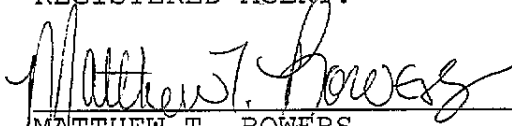
1. The name of the corporation is:

OUTCAST CHARTERS, INC.

2. The name and address of the registered agent and office is:

MATTHEW T. BOWERS
7615 18th Avenue NW
Bradenton, FL 34209

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


MATTHEW T. BOWERS

DATE: March 3/10, 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR 16 PM 3:00