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00 APR 28 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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April 24, 2000

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation For Florida Profit Business

Dear Sirs:

Please find enclosed the Articles of Incorporation of Caption Bretoi's Piloting and Maintenance, Inc. We are enclosing a check in the amount of seventy dollars (\$70.00) for the associated filing fees.

Please return a file-stamped copy to the undersigned in the enclosed envelope.

Sincerely yours,

EPSTEIN & FRISCH



Robert D. Epstein

RDE/ldp
Enclosures

74 5/1/00

ARTICLES OF INCORPORATION
OF
CAPT. BRETOI'S PILOTING AND MAINTENANCE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of a Florida Business Corporation Act, as amended (hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is Capt. Bretoi's Piloting and Maintenance, Inc.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed are all lawful purposes pursuant to the Act

ARTICLE III

PERIOD OF EXISTENCE

The period for which the Corporation shall continue is perpetual..

ARTICLE IV

RESIDENT AGENT AND REGISTERED OFFICE

Section I. Resident Agent. The name and address of the Corporation's Resident Agent for service of process is Jeff Bretoi, 4055 Valle Lane, Sarasota, Florida 34235.

Section 2. Registered Office. The post office address of the Principal Office of the Corporation is 4055 Valle Lane, Sarasota, Florida 34255.

ARTICLE V

AUTHORIZED SHARES

Section 1. Number of Shares:

The total number of shares which the Corporation is to have authority to issue is one thousand (1,000).

A. The number of authorized shares which the Corporation designates as having par value is none.

B. The number of authorized shares which the Corporation designates as without par value is one thousand (1,000).

Section 2. Terms of Shares: Consideration for Capital Stock. One hundred (100) shares of Capital Stock of the Corporation shall be issued for cash and assets at \$10.00 per share. The remaining nine hundred (900) shares of Capital Stock of the Corporation may be issued for such consideration as may be fixed from time to time by the Board of Directors.

Section 3. Capital. The aggregate net amount of the consideration received by the Corporation from the sale of its Capital Stock shall, from time to time, be the Capital of the Corporation.

Section 4. Preemptive Rights. The holders, from time to time, of the Capital Stock of the Corporation shall have the right to purchase, at such respective equitable prices, terms and conditions (including pragmatic adjustments to avoid the issue of fractional shares) as shall be fixed by the Board of Directors, such of the shares of the Capital Stock of the Corporation as may be hereafter issued, from time to time, whether constituting a part of the Capital stock presently or subsequently authorized, and including shares held in the treasury of the Corporation in the respective ratios which the number of shares held by each shareholder at the respective time of such issues bears to the total number of shares issued and outstanding in the names of all of the shareholders at such respective time.

Section 5. Dividends. Such dividends as may be determined by the Board of Directors (after giving due consideration to the needs of the Corporation for adequate reserves and working capital) may be declared and paid upon the Capital Stock from time to time out of the earned surplus or net profits of the Corporation, so long as the declaration and payment of such dividends does not result in any impairment of capital.

ARTICLE VI

REQUIRMENTS PRIOR TO DOING BUSINESS

The Corporation will not commence business until consideration of the value of at least One Thousand Dollars (\$1,000) has been received for the issuance of shares.

ARTICLES VII

DIRECTOR(S)

Section 1. Number of Directors: The initial Board of Directors is composed of one member period. The number of directors may be from time to time fixed by the by-laws of the corporation at any number. In the absence of a by-law fixing the number of directors, the numbers shall be one (1).

Section 2. Name and Post Office Address of the Director: The name and post office of the initial Board of Directors of the Corporation are:

<u>NAME</u>	<u>NUMBER & STREET</u>	<u>CITY</u>	<u>STATE</u>	<u>ZIP</u>
Jeff Bertoi	4055 Valle Lane	Sarasota	FL	34235

Section 3. Qualifications of Directors:

1. 21 years of age.
2. U.S. Citizen

ARTICLES VIII

INCORPORATOR

The name and post office address of the incorporator of the Corporation is Jeff Bertoi located at 4055 Valle Lane, Sarasota, Florida 34235.

ARTICLE IX

PROVISIONS FOR REGULATION OF THE BUSINESS AND CONDUCT OF AFFAIRS OF THE CORPORATION

Pursuant to the by-laws of Capt. Bertoi's Piloting and Maintenance, Inc.

IN WITNESS THEREOF, the undersigned being the incorporator designated in Article VIII, executes these Articles of Incorporation and certifies to the truth and facts herein stated this Fifth day of ~~March~~ APRIL, 2000.

SIGNATURE: _____

Written Signature

JEFFREY S. BERTOI

Printed Signature

IN WITNESS THEREOF, the undersigned being the incorporator designated in Article VIII, executes these Articles of Incorporation and certifies to the truth and facts herein stated this 5 day of ~~March~~ ^{APRIL}, 2000.

SIGNATURE: _____

Written Signature

JEFFREY S. BRETOI

Printed Signature

STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certifies that Jeff Bertoi, being the sole incorporator referred to in Article VIII of the foregoing Articles of Incorporation, personally appeared before me, acknowledged the execution thereof, and swore to the truth of the facts therein stated.

Witness my hand and Notarial Seal this 5th day of ~~March~~ ^{April}, 2000.

Jean Evans

Written Signature

JEAN EVANS

Printed Signature

My County of Residence: Manatee

My Commission Expires: 12/14/03



FILED

00 APR 28 AM 9:20

ACCEPTANCE BY RESIDENT AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Jeff Bretoil, hereby accept the responsibilities as Resident Agent for the purposes of service of process pursuant to The Florida Business Corporation Act Section 607.05(01)(03), as amended.

Signed: _____

Jeffrey S. Bretoil

JEFFREY S. BRETOIL

Dated: _____

April 5th 2000