



ACCOUNT NO. : 072100000032

REFERENCE : 822114 83763A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 6, 2000

ORDER TIME : 1:10 PM

ORDER NO. : 822114-005

CUSTOMER NO: 83763A

800003383968--1

-09/06/00--01045--017

*****78.75 *****78.75

CUSTOMER: Ms. Dee Dee Barreto
Carlos Williard & Flanagan,
Suite 1000
999 Ponce De Leon Boulevard
Coral Gables, FL 33134

DOMESTIC FILING

NAME: FIGHTING LADY CHARTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT. 1116

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
00 SEP -6 PM 3:21

RECEIVED
000 SEP -6 PM 1:43
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is: FIGHTING LADY CHARTERS, INC.
2. The mailing address for the corporation shall be: 999 Ponce de Leon Blvd., Suite 1000, Coral Gables, FL 33134, and the principal office address shall be the same.
3. The period of its duration is perpetual.
4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.
5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.
6. The address of its initial registered office is 999 Ponce De Leon Blvd., Suite 1000, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is Peter T. Carlos.
7. The number of directors constituting its initial board of directors is one (1) whose name and address is:

NAME

ADDRESS

Peter T. Carlos

999 Ponce de Leon Blvd.
Suite 1000
Coral Gables, FL 33134

8. The name and address of the Incorporator is:

NAME

ADDRESS

Peter T. Carlos

999 Ponce de Leon Blvd.
Suite 1000
Coral Gables, FL 33134

9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition

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to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

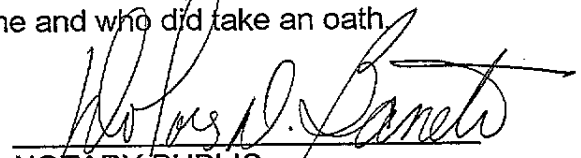
DATED this 5th day of September, 2000.



Peter T. Carlos, Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

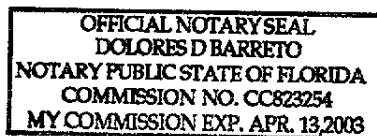
The foregoing instrument was acknowledged by me this 5th day of September, 2000, by PETER T. CARLOS, who is personally known to me and who did take an oath.



NOTARY PUBLIC

State of Florida at large

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that FIGHTING LADY CHARTERS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 999 Ponce de Leon Blvd., Suite 1000, Coral Gables, County of Miami-Dade, State of Florida, has named Peter T. Carlos, 999 Ponce De Leon Blvd., Suite 1000, Coral Gables, Florida 33134, as its agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



PETER T. CARLOS

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