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ACCOUNT NO. : 072100000032

REFERENCE : 870612 81517A

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 78.75

ORDER DATE : October 20, 2000

ORDER TIME : 11:29 AM

ORDER NO. : 870612-005

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq  
Ferrell Schultz Carter &  
Fertel, P.a.  
Miami Center, Suite 1920  
201 S. Biscayne Boulevard  
Miami, FL 33131

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT 20 PM 2:29

DOMESTIC FILING

NAME: REEL SMART CHARTERS AND  
CAPTAIN SERVICES, INC.

200003433642--8

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: Sandra Mathis - EXT. 1165  
EXAMINER'S INITIALS:

RECEIVED  
00 OCT 20 PM 12:09  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
*[Signature]*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 OCT 20 PM 2:29

**ARTICLES OF INCORPORATION**

**OF**

**REEL SMART CHARTERS AND CAPTAIN SERVICES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**REEL SMART CHARTERS AND CAPTAIN SERVICES, INC.**

The principal place of business of this corporation shall be 201 S. Biscayne Boulevard, Suite 3400, Miami, Florida 33131.

**ARTICLE II. NATURE OF BUSINESS**

The purpose of this corporation is to transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 201 South Biscayne Blvd., 34<sup>th</sup> Floor Miami Center, Miami, Florida 33131 and the name of the initial registered agent of the corporation at that address is Ferrell Schultz Carter Zumpano & Fertel, a Professional Association.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. OFFICERS AND DIRECTORS**

This corporation shall have the following named officers and directors initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Director	KEVIN M. SMART 1841 C Buchanan Street Hollywood, Florida 33020
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Vice President	DUDLEY S. SMART 6119 Dewey Street Hollywood, Florida 33023
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**ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

ANGEL M. GARCIA-OLIVER  
Ferrell Schultz Carter Zumpano & Fertel, P.A.  
201 South Biscayne Boulevard  
34<sup>th</sup> Floor Miami Center  
Miami, Florida 33131

**ARTICLE VIII. INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

**ARTICLE IX. AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

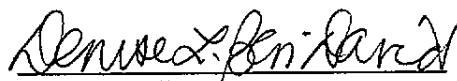
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18<sup>th</sup> day of October, 2000.

  
ANGEL M. GARCIA-OLIVER, Incorporator

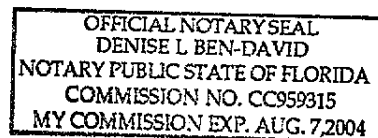
STATE OF FLORIDA                     )  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Angel M. Garcia-Oliver, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and Angel M. Garcia-Oliver acknowledged before me that he executed those Articles of Incorporation. That I relied upon the following form of identification of the above-named person: personally known, and that an oath was not taken.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 18<sup>th</sup> day of October, 2000.

  
Notary Public  
State of Florida at Large

My Commission Expires: 8/7/2004



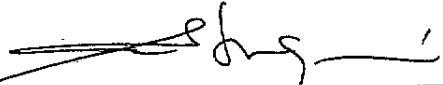
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT / REGISTERED OFFICE**

00 OCT 20 PM 2: 29

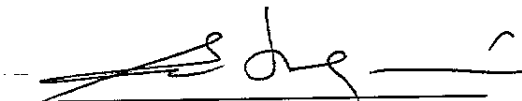
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.

1. The name of the Corporation is: **REEL SMART CHARTERS AND CAPTAIN SERVICES, INC.**
2. The name of the Registered Agent and address of the Registered Office is:

FERRELL SCHULTZ CARTER ZUMPARO & FERTEL,  
a Professional Association  
201 South Biscayne Boulevard, 34<sup>th</sup> Floor Miami Center  
Miami, Florida 33131

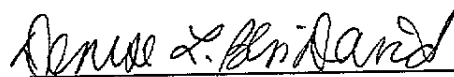
By:   
Angel M. Garcia-Oliver  
Title: Incorporator

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 that 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 obligation of my position as Registered Agent.

  
Angel M. Garcia-Oliver  
Registered Agent

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Angel M. Garcia-Oliver, to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 18<sup>th</sup> day of October, 2000

  
Notary Public State of Florida

Denise L. Ben-David  
Printed Notary Signature

My Commission Expires: 8/7/2004

