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AUTHORIZATION :

Patricia Puyit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORDER DATE : March 15, 2001

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CUSTOMER NO: 81467A

CUSTOMER: Frank C. Wheeler, Esq
Charles F. Wheeler, P.a.

Suite 350
871 Venetia Bay Boulevard
Venice, FL 34292

DOMESTIC FILING

NAME: SUNDANCER SAILING 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: Cindy Harris - EXT. 1137

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 MAR 15 AM 11:35

RECEIVED

PZ 3/15/01

FILED

01 MAR 15 PM 12:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation of
Sundancer Sailing Charters, Inc.**

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended the ("ACT").

ARTICLE 1: NAME

Name of the Corporation shall be: Sundancer Sailing Charters, Inc.

ARTICLE 2: DURATION

The date of commencement of corporate existence shall be the date the Articles of Incorporation are filed with the Secretary of State, and the period of duration of the corporation shall be perpetual.

ARTICLE 3: PURPOSE AND POWERS

In general to have and exercise any and all power that corporations have and may exercise under the laws of the State of Florida, specifically including the provisions of Florida Statute §607.0302, and its amendments, except such powers as are inconsistent with the express provisions of these Articles of Incorporation.

ARTICLE 4: STOCK

The corporation shall have authority to issue 10,000 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

ARTICLE 5: PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issued Shares for Other Than Money or Property. Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into an agreement restricting the right to sell or transfer of

ARTICLE 6: INITIAL REGISTERED OFFICE AND AGENT

The principal office address of the corporation is: 2079 Sunset Grove Lane, Clearwater, Florida 33765

The registered office address is: 2079 Sunset Grove Lane, Clearwater, Florida 33765 and the name of the initial registered agent of the corporation at such address is: DONALD C. SUOJANEN.

ARTICLE 7: DIRECTORS

The initial Board of Directors shall consist of ONE member. The name and address of the person who is to serve as director until the first annual meeting of shareholders or until the successor is elected and qualified, or until the earlier resignation, removal from office or death, is as follows:

DONALD C. SUOJANEN: P.O. Box 5814 Clearwater, Florida 33765

ARTICLE 8: OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year of the corporation, or until its successors are elected or appointed:

DONALD C. SUOJANEN: P.O. Box 5814 Clearwater, Florida 33765
Pres./Vice-Pres./Sec./Treas.

ARTICLE 9: INCORPORATOR

The name and address of the incorporator of this corporation is:

DONALD C. SUOJANEN: P.O. Box 5814 Clearwater, Florida 33765

ARTICLE 10: PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION.

10.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

10.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. the Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

10.3 Contracts in which Directors have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is an officer or director of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction' and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm, or corporation in which he may be interested.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, this 12 day of MARCH, 2001.

ELIZABETH FALWECHT

Printed: Elizabeth Falwecht

Witness # 1

Karrie Higley

Printed: Karrie Higley

Witness # 2

Donald C. Suojanen
DONALD C. SUOJANEN

State of Florida
County of Sarasota

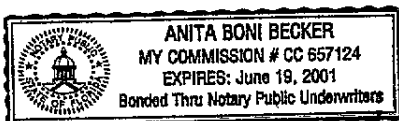
I, DONALD C. SUOJANEN, Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, certify that DONALD C. SUOJANEN, being the incorporator referred to in the foregoing Articles of Incorporation, personally appeared before me and swore to the truth of the facts herein stated.

WITNESS my hand and official seal this 12 day of march, 2001.

My commission expires:

Anita Boni Becker
Notary Public

I, DONALD C. SUOJANEN, having been named as Registered Agent in the foregoing Articles of Incorporation, hereby simultaneously 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 am familiar with and accept the obligations of my position as registered agent.



Donald C. Suojanen
DONALD C. SUOJANEN
FLDL # 8255 183523880 ✓