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MEYER & ERSKINE, P.A.

ATTORNEYS AT LAW

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Jeffrey B. Meyer  
jmeyerbpk@aol

July 25, 2001

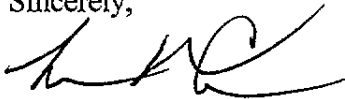
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-07/27/01--01056--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

I am enclosing herewith the Articles of Incorporation and Designation of Registered Agent pertaining to Looe Key Adventures, Inc. Also enclosed you will find my check in the amount of \$78.75 representing the filing fee, fee for filing of designation, and a certified copy of same. Please feel free to contact me with questions or problems.

Sincerely,



Larry R. Erskine  
enc.

01 JUL 27 PM 2:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FL 09004

7-30-01  
10-05-01  
100

**ARTICLES OF INCORPORATION  
OF  
LOOE KEY ADVENTURES, INC.**

FILED  
01 JUL 27 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

The name of the corporation is:

LOOE KEY ADVENTURES, INC.

**II. TERM OF EXISTENCE**

The Corporation shall exist in perpetuity. The date and time of the commencement of the corporate existence shall be the time of filing of the Articles of Incorporation by the Department of State.

**III. NATURE OF BUSINESS**

The general nature of the business is to be conducted by this corporation is limited to:

**THIS CORPORATION IS ORGANIZED FOR THE PURPOSES OF CONDUCTING ANY AND ALL LAWFUL BUSINESS ENTERPRISES PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA, INCLUDING, BUT NOT LIMITED TO, MARINE CHARTERS AND RELATED ACTIVITIES.**

**IV. INITIAL REGISTERED AGENT and ADDRESS**

The initial registered agent of the corporation is:

LARRY R. ERSKINE  
31211 AVENUE A  
BIG PINE KEY, FL 33043

## **V. PRINCIPAL ADDRESS OF CORPORATION**

The principal address of the corporation is:

Mile Marker 25  
Overseas Highway  
Chevron Island  
Summerland Key, Fl 33042

## **VI. DIRECTORS**

This corporation shall be exercised by a board of two directors. The number of directors may be increased from time to time by bylaws adopted by the stockholders.

## **VII. INITIAL DIRECTORS AND OFFICERS**

The names and addresses of the initial directors and officers are as follows:

CYNTHIA GAY - Director/President  
959 BAY DRIVE  
SUMMERLAND KEY, FLORIDA 33042

ROBERT GAY- Director/Secretary  
959 BAY DRIVE  
SUMMERLAND KEY, FLORIDA 33042

## **VIII. INCORPORATOR**

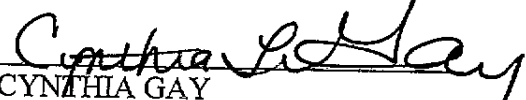
The incorporator is: CYNTHIA GAY

## **IX. AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

**X. CAPITAL STOCK**

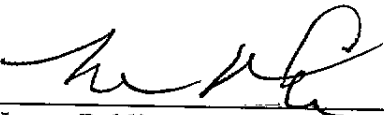
The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

  
CYNTHIA GAY

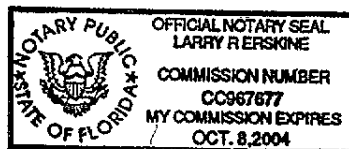
STATE OF FLORIDA  
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Cynthia Gay, to me known to be the individual described in and who executed the foregoing and acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 20<sup>th</sup> day of JULY, 2001. She is personally known to me or has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



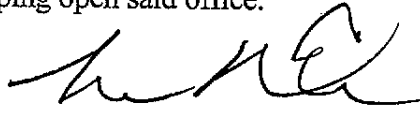
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.089, Florida Statutes, the following is submitted in compliance with said act:

FIRST - LOOE KEY ADVENTURES, INC., desiring to organize under the laws of the State of Florida, with its principal corporate office at MILE MARKER 25, OVERSEAS HIGHWAY, CHEVRON ISLAND, SUMMERLAND KEY, FL 33042, and the office of the Registered Agent, as indicated in the Articles of Incorporation, at 31211 Avenue A, Big Pine Key, FL 33043, names Larry R. Erskine, as its agent to accept service of process from the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in the Certificate, I, the undersigned, hereby accept the said appointment, with the provision of the said act, as to keeping open said office.

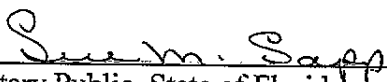


LARRY R. ERSKINE

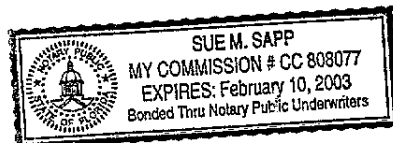
STATE OF FLORIDA  
COUNTY OF MONROE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly <sup>authorized</sup> to administer oaths and take acknowledgments, Larry R. Erskine, to me known to be the individual described in and who executed the foregoing and acknowledged before me that he, executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal in the County of Monroe, State of Florida, this 25<sup>th</sup> day of JULY, 2001. He is ✓ personally known or has produced the following form of picture identification: \_\_\_\_\_

  
Notary Public, State of Florida

My Commission Expires:



FILED  
01 JUL 27 PM 2:51  
TALLAHASSEE, FL 32301  
SECRETARY OF STATE