



RANDOLPH & RANDOLPH, P.A.
A Professional Corporation

MANSEL YULEE RANDOLPH
1848-1915

ATTORNEYS AT LAW

ROBERT JERRY RANDOLPH, SR.
1912-1994

ROBERT JERRY RANDOLPH
1876-1934

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ROBERT JERRY RANDOLPH, JR.
President

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September 6, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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In Re: TIDEWATER CHARTERS, INC.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and our check in the amount of Seventy and 00/100 Dollars (\$70.00) which represents the filing fee in reference to the above.

If you should have any questions, please do not hesitate to contact this office.

Very truly yours,

Mary E. Glass
Legal Assistant for
Randolph & Randolph, P.A.

Enclosures

FILED
01 SEP 10 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELETYPE SEP 12 2001

**ARTICLES OF INCORPORATION
OF
TIDEWATER CHARTERS, INC.**

FILED
01 SEP 10 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is TIDEWATER CHARTERS, INC.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation shall engage in marine charter operations and any other activity or business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock in this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each share having a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. EFFECTIVE DATE

The effective date of this corporation is the date in which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE V. REDEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, at the price at which it is offered to others, which price may be in excess of par value.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII. ADDRESS

The initial street address of the principal office of this corporation shall be 43 Seminole Street, Stuart, Florida 34994.

ARTICLE VIII. DIRECTORS

The corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. All directors shall be elected by affirmative vote of at least fifty-one percent (51%) of the outstanding shares.

ARTICLES IX. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are:

Robert Jerry Randolph, IV
43 Seminole Street
Stuart, FL 34994

R. Jerry Randolph, Jr.
43 Seminole Street
Stuart, FL 34994

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles is to be made.

ARTICLE XI. RESTRICTIONS OF TRANSFER OF STOCK

Stockholders may enter into agreements restricting the right to freely transfer stock in the corporation. The legend on the share certificates will state that there may be a restriction upon share transfer.

ARTICLE XII. REGISTERED AGENT AND OFFICE

Esquire whose registered address is 43 Seminole Street, Stuart, Florida 34994.

IN WITNESS WHEREOF, we have set out hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 6th day of Sept, 2001.

Robert J. Randolph, IV (SEAL)
ROBERT J. RANDOLPH, IV

R. JERRY RANDOLPH, JR. (SEAL)

STATE OF FLORIDA)
:ss

COUNTY OF MARTIN)

The foregoing instrument was sworn to and subscribed to before me this 6th day of September, 2001, by Robert J. Randolph, IV and by R. Jerry Randolph, Jr.

(SEAL)



Mary E. Glass
MY COMMISSION # GC952697 EXPIRES
July 1, 2003
BONDED IN PROVISIONAL INSURANCE INC

Notary Public
My Commission expires:

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of TIDEWATER
CHARTERS, INC.

Dated this 6 day of Sept, 2001.


R. JERRY RANDOLPH, JR., ESQUIRE

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA