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JAMES F. LANG
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October 26, 2001

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211 N.E. FIRST STREET
GAINESVILLE, FL 32601-5367

WILLIAM H. CHANDLER
1920-1992

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

RE: Barefoot Charters, Inc.
Incorporation

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-10/29/01--01070--002
*****78.75 *****78.75

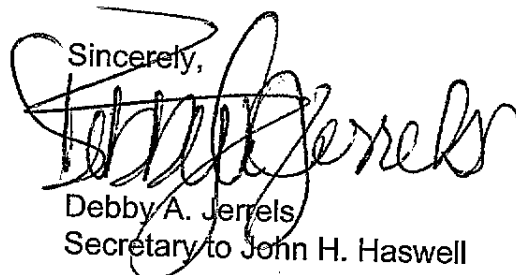
To Whom It May Concern:

Please find enclosed herewith the following:

1. Articles of Incorporation of Barefoot Charters, Inc.
2. Certificate of Designation of Registered Agent/Registered Office.
3. Check Number 21289, in the amount of \$78.75, representing the filing fee, Designation of and Acceptance by Registered Agent fee and fee for Certified Copy of Articles.

Please furnish our office with a certified copy of the Articles of Incorporation. A self-addressed/stamped envelope is enclosed. If you should have any questions regarding this matter, please do not hesitate to call.

Sincerely,


Debby A. Jerrels
Secretary to John H. Haswell

/daj
Enclosures

cc: Glenn R. Smith

FILED
2001 OCT 29 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

10/30/01

ARTICLES OF INCORPORATION
OF
BAREFOOT CHARTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a business corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: BAREFOOT CHARTERS, INC.

ARTICLE II - DURATION OF EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to law. This corporation shall begin existence on the day these Articles of Incorporation are filed with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE AND POWERS

The corporation is organized for any lawful purpose or purposes, and to do any and all lawful acts and things, and to exercise any and all powers conferred by the laws of Florida upon corporations formed under the provisions of Chapter 607, Florida Statutes, 1997, as amended, and which now or hereafter may be authorized by law.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is one thousand (1,000) shares, with a par value of \$1.00 per share, all of one class, common, participating voting stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The corporation's principal office, the street address of the initial registered office of this corporation, and the mailing address of the corporation is c/o Chandler, Lang & Haswell, P.A., 211 NE 1st Street, Gainesville, Florida 32601, and the name of the initial registered agent of the corporation at that address is John H. Haswell.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall not have less than one (1) director and the number of directors may be increased or decreased (but not less than one) as provided in the by-

laws. The name and address of the initial director of this corporation are as follows:

Glenn R. Smith
675 Palm Avenue West
Goodland, Florida 34140

ARTICLE VII - OFFICERS

This corporation shall have as its officers a President, Vice President, Secretary, and Treasurer, and such other officers as authorized by resolution of the Board of Directors or by the by-laws. The initial officers who shall hold office until the first annual meeting of the shareholders shall be:

President	Glenn R. Smith
Treasurer and Secretary	675 Palm Avenue West Goodland, Florida 34140

ARTICLE VIII - AMENDMENT AND BY-LAWS

1. Amendments. These Articles of Incorporation may be amended in accordance with §607.1003 Florida Statutes.

2. By-Laws. The By-Laws of the corporation may be adopted, amended or repealed by the Board of Directors. Any by-law adopted by the Board of Directors may be amended or repealed by the shareholders as provided in §607.1020(2) Florida Statutes, and the shareholders may prohibit the Board of Directors from amending or repealing the bylaws, or any particular bylaw provision. The shareholders shall also have the power to adopt bylaws notwithstanding the power of the Board of Directors to do so, and any bylaw so adopted shall prevail over any bylaw adopted by the Board of Directors to the extent of any conflict.

ARTICLE IX - INCORPORATOR

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

John H. Haswell
Chandler, Lang, Haswell & Cole, P.A.
211 NE 1st Street
Gainesville, Florida 32601

IN WITNESS WHEREOF, the undersigned incorporator has subscribed his name to these Articles of Incorporation on this 26 day of October, 2001.

Signed, sealed, and delivered
in our presence as witnesses:

Beth L. Woodham

Signature of Witness

Beth L. Woodham

Printed Name of Witness

John H. Haswell (SEAL)

JOHN H. HASWELL

Deborah A. Jerrels

Signature of Witness

DEBORAH A JERRELS

Printed Name of Witness

STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FILED

2001 OCT 29 PM 12:13

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/
REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 607.0501, 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:

BAREFOOT CHARTERS, INC.

2. The name and address of the registered agent and office is:

John H. Haswell
Chandler, Lang, Haswell & Cole, P.A.
211 NE 1st Street
Gainesville, Florida 32601

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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 I am familiar with and accept the obligations of my position as registered agent.



John H. Haswell
Dated: October 25, 2001