

**P01000104896**

**GILBERT C. BETZ, P.A.**

ATTORNEYS AT LAW

2025 S.W. 32 AVENUE

MIAMI, FLORIDA 33145

**GILBERT C. BETZ**

ALSO MEMBER OF D.C. BAR

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September 18, 2001

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Florida Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Via Federal Express: 8292-2528-6674-0215

**RE: Articles of Incorporation for Biscayne Lady Cruises, Inc.**

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced corporation along with our firm check in the amount of \$78.75 representing the filing fee and certified copy fee for the corporation. Please return a certified copy of the Articles to our offices.

If you have any questions or further information is needed, please do not hesitate to contact me.

Thank you for your help in this matter.

Very truly yours,

Gilbert C. Betz

GCB/je  
Enclosures

W01-21954

FILED  
01 OCT 30 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch OCT 30 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 21, 2001

GILBERT C. BETZ  
2025 S.W. 32 AVE  
MIAMI, FL 33145

SUBJECT: BISCAYNE LADY CRUISES, INC.  
Ref. Number: W01000021954

We have received your document for BISCAYNE LADY CRUISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 201A00052816

**ARTICLES OF INCORPORATION**  
**of**  
**Biscayne Lady Cruises, Inc.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**  
**Corporate Name**

The name of this corporation is Biscayne Lady Cruises, Inc.. (which is hereinafter called the "Corporation").

**ARTICLE II**  
**Commencement and Duration**

The Corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law. If these Articles are not received by the Secretary of State's office within the time required by law, then existence shall commence on the date of filing with the Secretary of State's office.

**ARTICLE III**  
**Purpose**

The general nature of the business to be transacted by the Corporation and the objects and purposes of this Corporation shall be to provide to the general public and private parties cruises and excursions of short duration on oceangoing vessels coastwise in the Gulf of Mexico and the Atlantic Ocean, and in rivers, bays, or harbors attendant thereto, to include the sale of food, drink and catering services on such cruises and excursions; and generally to exercise full power to perform any and all acts connected therewith, or arising therefrom, or incidental thereto, and all acts proper or necessary for the purposes of the business. In furtherance of the objects and purposes of this Corporation, the Corporation shall also be able to own real or personal property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the objects and purposes of the Corporation. Further, the Corporation shall be able to invest and reinvest its funds in real estate, mortgages, stocks, bonds, or any other type of investment.

In addition to the aforementioned, in furtherance of the purposes and objects of the Corporation, the Corporation shall do and perform any other acts or things, and exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be, authorized by law, and generally do and perform any and all things necessary or incidental to the performing of such acts and things. The Corporation shall further have the power to engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV  
Stated Capital

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of Common Stock, having a par value of one dollar (\$1.00) per share.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V  
Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

The Corporation shall have three (3) director(s) initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the Corporation.

The name and street address of the initial director(s), who shall hold office until their successor(s), who shall be chosen at the first meeting of the stockholders, have qualified, shall be:

| <u>Name</u>         | <u>Address</u>  |
|---------------------|---|
| Charles E. Sofge    | 114 W. San Marino Drive<br>Miami Beach, Florida 33159 |
| Haley E. Sofge, Jr. | 2705 Hiloa Street<br>Coconut Grove, Florida 33133     |
| Flora M. Sofge      | 17094 Shetland LN<br>Loxahatchee, FL 33470            |

ARTICLE VI  
Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII  
Amendment

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 a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII  
Incorporators

The name and address of the persons signing these Articles of Incorporation as the incorporator(s) is:

Name

Address

Charles E. Sofge

114 W. San Marino Drive  
Miami Beach, Florida 33159

ARTICLE IX  
TRANSACTIONS WITH RELATED PARTIES

Subject to the provisions of the Florida General Corporation Act, no contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any director or officer of this Corporation is interested in, or is a director or officer of, such other corporation, and any director or officer, individually or jointly may be a party to, or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract or other transaction in this Corporation with person or firm or corporation shall be affected by the fact that any director or officer of this Corporation is a party in any way connected with such person, firm or corporation and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

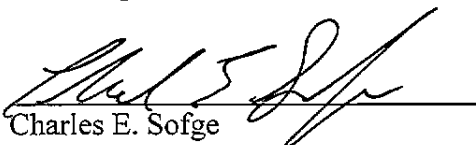
ARTICLE X  
Initial/Principal Office and Registered Agent

The street address of the initial and principal office of the Corporation is 555 NE 15<sup>th</sup> Street, Suite 102, Miami, Florida 33132. The mailing address of the initial and principal office is 555 NE 15<sup>th</sup> Street, Suite 102, Miami, Florida 33132. The name of the initial registered agent of the Corporation is Gilbert C. Betz, whose address is as follows:

2025 SW 32<sup>nd</sup> Avenue  
Suite #120  
Miami, Florida 33145

The Board of Directors from time to time may designate a different registered agent or move the registered office to any other address in the State of Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator(s), hereby execute these Articles of Incorporation, this 18<sup>th</sup> day of September, 2001.

  
Charles E. Sofge  
Incorporator

STATE OF FLORIDA           )  
  ) SS.  
COUNTY OF MIAMI-DADE )

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Charles E. Sofge, known to me or who provided \_\_\_\_\_, as identification and who executed the foregoing Articles of Incorporation Biscayne Lady Cruises, Inc., and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

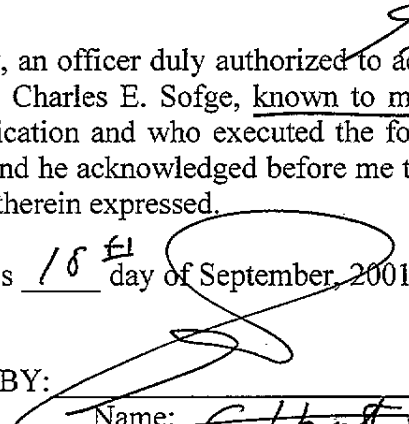
Witness my hand and official seal this 18<sup>th</sup> day of September, 2001, at Miami, Miami-Dade County, Florida.

My Commission Expires:



Gilbert C. Betz  
MY COMMISSION # CC861515 EXPIRES  
August 9, 2003  
BONDED THRU TROY FAIR INSURANCE, INC

BY:

  
Name: Gilbert C. Betz  
Notary Public, State of Florida at Large

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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 and the address of the Corporation is:

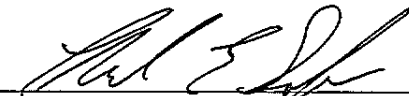
Biscayne Lady Cruises, Inc.  
555 NE 15<sup>th</sup> Street  
Suite 102  
Miami, Florida 33132

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

Gilbert C. Betz  
2025 SW 32<sup>nd</sup> Avenue  
Suite #120  
Miami, Florida 33145

FILED  
01 OCT 30 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dated: 18 Sept 01

  
\_\_\_\_\_  
Charles E. Sofge, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, PELICAN NET, INC., AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

  
\_\_\_\_\_  
Gilbert C. Betz, Registered Agent of  
Biscayne Lady Cruises, Inc.

Dated: 18 Sept 01