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Charles A. Costin

Cecil G. Costin, Jr.  
(1923 - 1990)

Mailing Address:  
Post Office Box 98  
Port St. Joe, FL 32457-0098

March 11, 2002

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

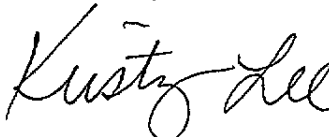
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: JCG Charters, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above referred corporation. Please file the original, certify the copy, and return the certified copy to me at your earliest convenience. I have enclosed a check in the amount of \$78.75 to cover the fees.

Sincerely,



Kristy Lee

Enclosures

FILED  
02 MAR 12 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 3/19

ARTICLES OF INCORPORATION

OF

JCG CHARTERS, INC.

FILED  
02 MAR 12 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under Chapter 607, Florida Statutes, and do hereby certify that it has become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is "JCG CHARTERS, INC."

ARTICLE II

Duration

The corporation shall have perpetual existence, commencing on the date of filing.

ARTICLE III

General Purpose Clause

The general nature of the business or businesses to be transacted by the corporation is the commercial chartering of vessels. This corporation shall also have the power to transact any lawful business for which corporations may be incorporated to do under Chapter 607, Florida Statutes and amendments or supplements thereto, and any other Florida Statutes relating to corporations for profit.

ARTICLE IV  
Capital Stock

The corporation is authorized to issue One Hundred (120) shares of One Cent (\$.01) par value common stock which shall be designated as common shares.

ARTICLE V  
Initial Registered Office and Agent

The mailing address of the initial office of this corporation is P.O. Box 1068, Port St. Joe, Florida 32457. The physical address is 6672 Gardenia Street, Port St. Joe, Florida 32456. The name of the initial registered agent of this corporation will be Carol Setterich at 6672 Gardenia Street, Port St. Joe, Florida 32456.

ARTICLE VI  
Initial Board of Directors and Officers

The company shall have three (3) directors initially. The executive positions (officers) of the directors are set forth herein below and their respective offices held. The number of directors may be either increased or diminished from time to time as provided by the by-laws adopted by the stockholders. The names and addresses of the initial directors and officers are:

|                             |           |
|-----------------------------|-----------|
| Carol B. Setterich          | President |
| P.O. Box 1068               |           |
| Port St. Joe, Florida 32457 |           |

Gregory S. Barnett                      Vice-President  
412 Main Street  
Brookside, Alabama      35036

John W. Setterich                      Secretary/Treasurer  
P.O. Box 1068  
Port St. Joe, Florida      32457

ARTICLE VII  
Incorporators

The names and addresses of the incorporators signing these articles are:

Carol B. Setterich  
P.O. Box 1068  
Port St. Joe, Florida 32457

Gregory S. Barnett  
412 Main Street  
Brookside, Alabama      35036

John W. Setterich  
P.O. Box 1068  
Port St. Joe, Florida      32457

ARTICLE VIII  
By-Laws

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX  
Initial Shareholders

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

|                    |                        |
|--------------------|------------------------|
| Carol B. Setterich | 40 shares common stock |
|--------------------|------------------------|

Gregory S. Barnett

40 shares common stock

John W. Setterich

40 shares common stock

ARTICLE X

Powers

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, but it may not mortgage or pledge any or all of its property or assets without shareholder approval.

ARTICLE XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto by a majority vote of the Board of Directors and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 7<sup>th</sup> day of March, 2002.

JCG CHARTERS, INC.

By: 

Carol B. Setterich, Incorporator

By: 

Gregory S. Barnett, Incorporator

By: *John W. Setterich*  
John W. Setterich, Incorporator

STATE OF FLORIDA  
COUNTY OF GULF

BE IT REMEMBERED that on this 5<sup>th</sup> day of March, 2002, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **JOHN W. SETTERICH and CAROL B. SETTERICH**, who are personally known to me or who produced personally known as identification, the incorporators signing the articles in the above corporation and they acknowledged before me that the proposed Articles of Incorporation are the free act and deed of the incorporators and that the facts therein set are truly set forth and that they desire to associate themselves pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.



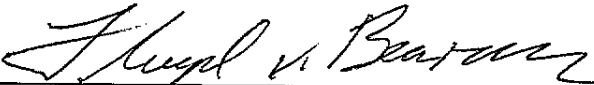
*Kristy M. Lee*  
Notary Public

STATE OF ALABAMA  
COUNTY OF \_\_\_\_\_

BE IT REMEMBERED that on this \_\_\_\_\_ day of March, 2002, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared **GREGORY S. BARNETT**, who is personally known to me or who produced \_\_\_\_\_ as identification, the incorporator signing the articles in the above corporation and he acknowledged before me that the proposed Articles of Incorporation are the free act and deed of the incorporators and that the facts therein set are truly set forth and that he desire to associate himself pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Birmingham, Alabama, in the State and

County aforesaid on the day and year first above written.

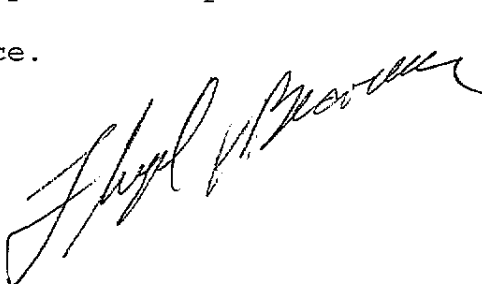
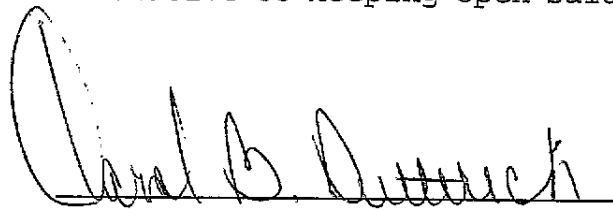
  
Notary Public

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that JCG CHARTERS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Port St. Joe, Gulf County, Florida, has named CAROL B. SETTERICH, 6672 Gardenia Street, Port St. Joe, Florida 32456, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

CAROL B. SETTERICH  
Registered Agent  
6672 Gardenia Street  
Port St. Joe, FL 32456

FILED  
02 MAR 12 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA