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BRINKLEY, McNERNEY, MORGAN, SOLOMON & TATUM, LLP

ATTORNEYS AT LAW

19TH FLOOR

SUN-SENTINEL BUILDING

200 EAST LAS OLAS BOULEVARD

FORT LAUDERDALE, FLORIDA 33301-2209

W. MICHAEL BRINKLEY
WILLIAM T. COLEMAN⁺
KEVIN P. CROSBY^{**}
DAVID F. HANLEY
KENNETH J. JOYCE
KENNETH E. KEECHL
DONALD J. LUNNY, JR.⁺
MICHAEL J. McNERNEY⁺
PHILIP J. MORGAN^{*}
DANIEL P. J. O'CONNOR
HARRIS K. SOLOMON⁺
ROBERTA G. STANLEY⁺⁺
THOMAS R. TATUM

TELEPHONE (954) 522-2200

FACSIMILE (954) 522-9123

e-mail: lawfirm@brinkleymcnerney.com

MAILING ADDRESS:

POST OFFICE BOX 522

FORT LAUDERDALE, FLORIDA 33302-0522

JOHN R. TATUM
(1926-1995)

SCOTT P. CHITOFF
EARL F. FECHTER
LOUIS R. GIGLIOTTI
KENNETH A. GORDON
JEFFREY S. KURTZ
JOHN N. LAMBROS
MARK A. LEVY
JULIETTE E. LIPPMAN
BRENDAN B. O'BRIEN
JONATHAN M. STREISFELD

+ BOARD CERTIFIED BUSINESS LITIGATION LAWYER
* BOARD CERTIFIED REAL ESTATE LAWYER
++ BOARD CERTIFIED MARITAL AND FAMILY LAWYER
** REGISTERED PATENT ATTORNEY
+ BOARD CERTIFIED CITY, COUNTY &
LOCAL GOVERNMENT LAWYER
+ BOARD CERTIFIED TAX LAWYER

March 15, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

EFFECTIVE DATE
3-15-02

Re: Sunsation Yacht Charters, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation and Acceptance of Designation as Registered Agent for Sunsation Yacht Charters, Inc. Also enclosed is a Money Order in the amount of \$78.75 payable to the Department of State for the filing fee and a certified copy. Please file the foregoing and return the certified copy in the enclosed envelope. If you have any questions or if there are any problems, please either contact me or Lisa Helzer at 954/ 522-2200.

Thank you for your assistance.

Sincerely,

Daniel P. J. O'Connor

DOC:lah

Enclosures

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 19 AM 7:41

R. CHESSE

MAR 26

**Articles of Incorporation
of
Sunsation Yacht Charters, Inc.
A Florida Corporation**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 MAR 19 AM 7:11

The undersigned, acting as Incorporator of Sunsation Yacht Charters, Inc., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

EFFECTIVE DATE
3-15-02

The name of the corporation is Sunsation Yacht Charters, Inc. and the street address of the initial principal office of the Corporation is 2200 South Ocean Lane, #1210, Fort Lauderdale, Florida 33316.

ARTICLE II
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III
EFFECTIVE DATE

The effective date of the corporation shall be March 15, 2001.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of \$.01 par value Common Stock.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, FL 33301. The name of the initial Registered Agent of the Corporation is Daniel P. J. O'Connor, Esq.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Board of Directors shall initially have one Director to hold office until the first Annual Meeting of Shareholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office, or death. The name and address of the initial Director of the Corporation is:

NAME

ADDRESS

Steve Jordan

2200 South Ocean Lane, #1210
Fort Lauderdale, FL 33316

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

NAME

ADDRESS

Daniel P. J. O'Connor

Brinkley, McNerney, Morgan, Solomon & Tatum,
LLP
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, FL 33301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of March 2002.



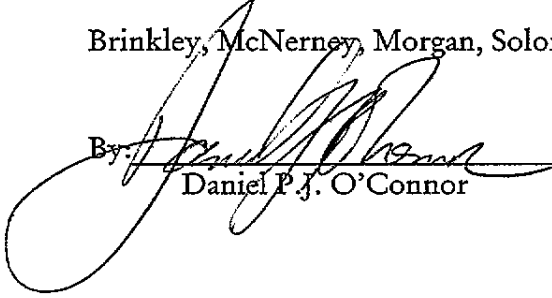
Daniel P. J. O'Connor

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Sunsation Yacht Charters, Inc., at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties and we are familiar with and accept the obligations of our position as Registered Agent.

Dated: March 15, 2002

Brinkley, McNerney, Morgan, Solomon & Tatum, LLP

By: 
Daniel P. J. O'Connor

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FILED
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TALLAHASSEE, FLORIDA
02 MAR 19 AM 7:41