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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

regal yacht chaters, inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
REGAL YACHT CHARTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **REGAL YACHT CHARTERS, INC.**

ARTICLE II - ADDRESS

The principal office or mailing address of this corporation shall be located at:

Regal Yacht Charters, Inc.
757 S.E. 17th Street, Suite 564
Ft. Lauderdale, Florida 33316

ARTICLE III - DURATION

This corporation shall exist in perpetuity.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 25 S.E. 2nd Avenue, Suite 1020, Miami, Florida 33131, and the name of the registered agent of this corporation is Timothy H. Crutchfield.

ARTICLE VI - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$0.01 par value commons stock which shall be designated "Common Shares."

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors and officers of this corporation are:

President and Director:	Susan Gaspare 757 S.E. 17 th Street, Suite 564 Ft. Lauderdale, Florida 33316
Director:	Stephen Morrissey 757 S.E. 17 th Street, Suite 564 Ft. Lauderdale, Florida 33316

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Timothy H. Crutchfield
25 S.E. 2nd Avenue
Suite 1020
Miami, Florida 33131

ARTICLE IX - BY-LAWS

The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscribed has executed these Articles of Incorporation this 3rd day of April, 2002.


TIMOTHY H. CRUTCHFIELD

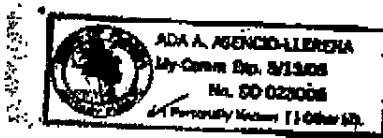
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Timothy H. Crutchfield, to me well known, and known to me to be the individual described in and who executed the foregoing instrument as subscribed hereto.

WITNESS my hand and official seal this 3rd day of April, 2002.


NOTARY PUBLIC, State of Florida
Printed Name: *Ada A. Asencio-Llerena*

My Commission Expires:



H 02000072858**DESIGNATION OF REGISTERED AGENT**

Pursuant to Chapter 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with the requirements and made a part of the Articles of Incorporation of the corporation.

That, Regal Yacht Charters, Inc., desiring to organize under the Laws of the State of Florida, with its registered office and agent as indicated in the Articles of Incorporation, has named Timothy H. Crutchfield, as its Registered Agent to accept service of process within this State.

Acceptance of appointment as
Registered Agent



TIMOTHY H. CRUTCHFIELD

This instrument prepared by:

Timothy H. Crutchfield, Esq.
25 S.E. Second Avenue
Suite 1020
Miami, Florida 33131
FBN: 621617

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