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EFFECTIVE DATE

4-10-02

LAW OFFICE of  
JOHN H. THOMAS, P.A.

BRICKELL OFFICE:  
Brickell Bayview Centre  
80 SW Eighth Street, Suite 2809  
Miami, Florida 33130-3004  
(305) 810-5408  
Fax (305) 810-5401

JOHN H. THOMAS  
Board Certified Admiralty  
and Maritime Lawyer  
email: jhtsealaw@aol.com

Please reply to: DOWNTOWN OFFICE

MIAMI DOWNTOWN OFFICE  
The Foremost Building  
14 NE First Avenue, Suite 1102  
Miami, Florida 33132-2409  
(305) 371-8685  
Fax (305) 371-4643

DONALD W. STRADER  
email: dstrader@bellsouth.net

10 April 2002

Florida Department of State  
Division of Corporations  
Attn: New Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

700005254307-4  
-04/11/02-01062-006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Via FedEx TRK # 7905 0757 4593


Re: FIRST LADY CHARTERS, INC.  
Our File No. 5003T

Gentlemen and Ladies:

Enclosed are an original and two (2) copies of the articles of incorporation and a check for:  
\$87.50 to cover Filing Fee, Certified Copy Certified Copy, & Certificate of Status.

Thank you for your attention.

Very truly yours,



Donald W. Strader  
For the Firm

DB 4/19 ✓

**EFFECTIVE DATE**  
4-10-02

**FILED**  
02 APR 11 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF  
FIRST LADY CHARTERS, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations.

ARTICLE I - NAME

The corporation formed hereby shall use the name:

FIRST LADY CHARTERS, INC.

ARTICLE II - COMMENCEMENT AND DURATION

The corporation shall commence on 10 April 2002 and shall continue perpetually unless dissolved or liquidated according to the by-laws of the corporation.

ARTICLE III - PURPOSE

The corporation shall perform marine transportation, charters, and sightseeing tours. The corporation may also engage in any other activity permitted under the laws of the State of Florida and under whatever jurisdiction where the activity is performed.

ARTICLE IV - STOCK

Total number of shares of capital stock authorized to be issued by the corporation shall be 100 (One Hundred) shares having a par value of \$1.00 (One Dollar) per share. Shares shall be of

one class only, with shareholders entitled to one vote for each share held at the time of any meeting of the shareholders. Restrictions on sale of shares may be stated in the corporation by laws.

The capital stock may be paid for by property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose, or at the organizational meeting. The corporation and the officers are to be considered as eligible for the conditions under section 1244 of the internal revenue code.

#### ARTICLE V - PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to subscribe for purchase of their proportionate share of any additional stock issued by the corporation from and after issuance of the shares originally subscribed for by the shareholders of this corporation, whether such additional shares be issued for cash, property, services or other considerations, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation. Preemptive rights as to the transfer of shares by shareholders may be stated in the by-laws of the corporation.

#### ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE

The initial principal office and registered office of the corporation shall be at:

Dinner Key Marina - M/V First Lady  
3400 Pan American Drive  
Coconut Grove, FL 31333

#### ARTICLE VII - BOARD OF DIRECTORS

The initial board of directors shall consist of two persons:

Michael A. Dudik  
Dinner Key Marina - M/V First Lady  
3400 Pan American Drive  
Coconut Grove, FL 31333

and

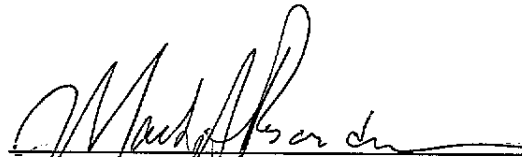
Mark A. Rosandich  
Dinner Key Marina - M/V First Lady  
3400 Pan American Drive  
Coconut Grove, FL 31333

ARTICLE VIII - INCORPORATORS

The initial incorporator of the corporation shall consist of one person:

Mark A. Rosandich  
Dinner Key Marina - M/V First Lady  
3400 Pan American Drive  
Coconut Grove, FL 31333

These Articles of Incorporation are hereby executed by the undersigned incorporator on this  
10<sup>th</sup> day of April 2002.

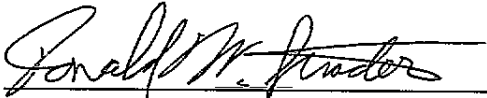
  
Mark A. Rosandich

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

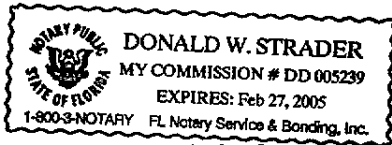
BEFORE ME, a notary public authorized to take acknowledgments in the state and county  
set forth above, personally appeared MARK A. ROSANDICH, personally known to me, and who

acknowledged before me that the foregoing Articles of Incorporation were duly signed and executed for the purposes therein stated.

I have hereunto set my hand and affix my official seal in Miami-Dade County, Florida, on this 10<sup>th</sup> day of April 2002.



Notary Public, State of Florida



Name: \_\_\_\_\_

DESIGNATION AND ACCEPTANCE OF  
REGISTERED OFFICE AND REGISTERED AGENT

FIRST LADY CHARTERS, INC., being incorporated as a Florida corporation, does hereby designate the following registered agent and registered office, who does accept such designation under the laws of the State of Florida.

The Registered Agent and Registered Office shall be:

Michael A. Dudik  
Dinner Key Marina - M/V First Lady  
3400 Pan American Drive  
Coconut Grove, FL 31333

Signed at Miami, Miami-Dade County, Florida on this 10<sup>th</sup> day of April 2002

By: \_\_\_\_\_

Michael A. Dudik

SECRETARY OF STATE  
TAI AHASSEE, FLORIDA

02 APR 11 AM 10:15

FILED