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June 14, 2002

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-06/26/02--01054--019
*****78.75 *****78.75

Re: Aqua Mist Charters, Inc.

Enclosed is an original and one copy of the Articles of Incorporation of the referenced corporation which is submitted for filing together with my check in the amount of \$78.75 to cover the following fees:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
	\$ 78.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 26 AM 8:30

Please return the certified copy of the Articles of Incorporation to the undersigned. The Registered Agent certificate is also enclosed.

Very truly yours,

PATRICIA K. OLNEY, P.A.

Patricia K. Olney

By: Patricia K. Olney

TKO/lc
Encl.

F. CHESLER JUN 27

ARTICLES OF INCORPORATION

OF

AQUA MIST CHARTERS, INC.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 26 AM 8:30

ARTICLE I - NAME

The name of this corporation is: Aqua Mist Charters, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of the corporation for the transaction of business is to be located within the County of Orange, State of Florida, at 4955 Cedar Bay Street, Orlando, Florida 32812.

ARTICLE III - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

The general purpose for which the corporation is organized is to own and operate charter fishing and other vessels and to transact all other lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares with \$1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

4995 Cedar Bay Street
Orlando, FL 32812

and the name of the initial registered agent of this corporation is:

ERNEST. G. STALLINGS

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two 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 names and addresses of the persons who are to serve as members of the initial Board of Directors are:

Ernest G. Stallings
4995 Cedar Bay Street
Orlando, Florida 32812

Virginia Stallings
4995 Cedar Bay Street
Orlando, Florida 32812

ERNEST G. STALLINGS shall serve as President. TODD THARPE shall serve as Vice President. VIRGINIA STALLINGS shall serve as Secretary and Treasurer.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Ernest G. Stallings
4995 Cedar Bay Street
Orlando, Florida 32812

REGISTERED AGENT CERTIFICATE

The below named corporation maintains its registered office at the address specified below, and appoints the below named person as its registered agent thereat to accept service of process on behalf of said corporation:

REGISTERED AGENT'S NAME:
PRINCIPAL STREET ADDRESS
OF CORPORATION:

ERNEST G. STALLINGS
4995 Cedar Bay Street
Orlando, FL 32812

AQUA MIST CHARTERS, INC.

By: Ernest G. Stallings
Ernest G. Stallings, Incorporator
and Director

The undersigned, having been appointed as registered agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.

Ernest G. Stallings
ERNEST G. STALLINGS
Registered Agent

ARTICLE IX - AMENDMENT

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

ARTICLE X - BY-LAWS

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

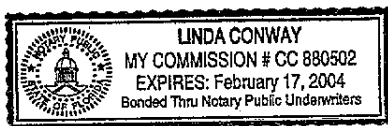
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of June, 2002.

Ernest G. Stallings
ERNEST G. STALLINGS, Incorporator

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 24 day of June, 2002, by ERNEST G. STALLINGS, who is personally known to me or has produced _____ as identification.



Linda Conway
Printed Name: LINDA Conway
Notary Public - State of Florida
My Commission expires:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JUN 26 AM 8:30