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OF COUNSEL

*BOARD CERTIFIED REAL ESTATE LAWYER

SANDRA L. SUNDHEIM-STRAUSBAUGH

September 25, 2002

via Federal Express 850-487-6051

Division of Corporations
New Filings
409 East Gaines Street
Tallahassee, Florida 32399

Re: COWBOY OFFSHORE CHARTERS, INC.

FILED
02 SEP 26 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
200008054482--6
-09/26/02--01049--003
*****78.75 *****78.75

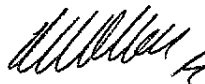
To Whom It May Concern:

Please find enclosed the original and one copy of the proposed Articles of Incorporation for the above-referenced Corporation.

Also enclosed is my check payable to your order in the amount of \$78.75 to cover the cost of filing for a Corporation and the cost of a certified copy of the documents. If there are any additional charges, please advise.

If everything is in order, I would appreciate your filing this Corporation and sending me a duly certified copy. If this name is not available, please call me at (561) 287-0660, collect.

Sincerely,



Walter G. Woods

WGW/kc
Enclosures

gh 10/1

C-836B/kc

**ARTICLES OF INCORPORATION
OF
COWBOY OFFSHORE CHARTERS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

COWBOY OFFSHORE CHARTERS, INC.

ARTICLE II - TERM OF EXISTENCE

The existence of the corporation shall be perpetual and shall begin on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE (\$1.00) DOLLAR per share.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business is ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE VI - PRINCIPAL AND REGISTERED OFFICE

The initial street address of the principal office of this corporation in the State of Florida is:

10692 South U.S. Highway 1
Port St. Lucie, Florida 34952

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation, as it may see fit.

The initial Registered Agent of this corporation shall be:

H. ARTHUR ISERMAN
1259 Dyer Point Road
Palm City, Florida 34990

ARTICLE VII - INITIAL DIRECTORS

The corporation shall have one (1) director initially. The Board of Directors may be increased from time to time by the Bylaws, but shall never be less than one (1). The name and street address of the first Board of Directors who shall hold office until successors are elected and have qualified, is as follows:

H. ARTHUR ISERMAN
1259 Dyer Point Road
Palm City, Florida 34990

ARTICLE VIII - INCORPORATORS

The names and street addresses of the Incorporator of these Articles of Incorporation is:

Name and Address

H. ARTHUR ISERMAN
1259 Dyer Point Road
Palm City, Florida 34990

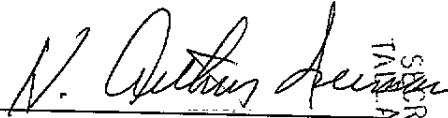
ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Shareholders.

ARTICLE X - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

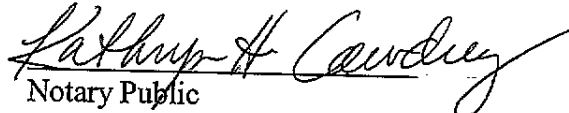
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25th day of September, 2002.


H. ARTHUR ISERMAN

FILED
02 SEP 26 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation were acknowledged before me this 25th day of September, 2002 by H. ARTHUR ISERMAN [X] who is/are personally known to me, [] who has/have produced _____ as identification.

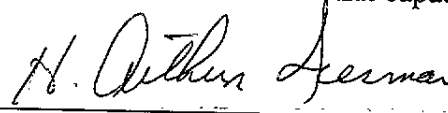

Notary Public
My Commission Expires:



Kathryn H. Cowdrey
MY COMMISSION # CC844511 EXPIRES
July 25, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE

I, H. ARTHUR ISERMAN, having been designated to act as Registered Agent, state that I am a permanent resident of Martin County, Florida, 1259 Dyer Point Road, Palm City, Florida 34990. I hereby accept the foregoing designation as Registered Agent, and I am familiar with and accept the duties and responsibilities for the corporation and consent to act in that capacity until removed or my resignation is submitted.


H. ARTHUR ISERMAN