

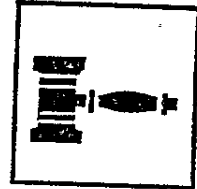
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PD2000108191

Oct 4, 2002

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

Re: Schooner SAILS Inc

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 is enclosed for filing.

Please file the original of the enclosed Articles of Incorporation and return to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

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

FILED
02 OCT -7 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-8-02

ARTICLES OF INCORPORATION
OF
SCHOONER SAILS INC.

FILED
02 OCT -7 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, INCORPORATORS, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be SCHOONER SAILS INC.
The principal place of business of this corporation shall be:
535 Glen Cheek Drive, Port Canaveral, Florida 32920.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Hundred (100) shares at no par value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, are:

FREDERICK GATCHELL
703 Solana Shores Drive #504
Cape Canaveral, FL 32920

CAROL GATCHELL
703 Solana Shores Drive #504
Cape Canaveral, FL 32920

ARTICLE VI INCORPORATORS


The names and street addresses of the incorporators to these Articles of Incorporation are:

FREDERICK GATCHELL
703 Solana Shores Drive #504
Cape Canaveral, FL 32920

CAROL GATCHELL
703 Solana Shores Drive #504
Cape Canaveral, FL 32920

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 4 day of October, 20 02.

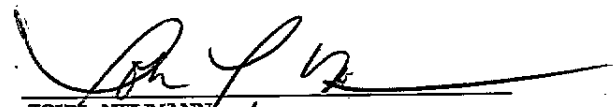

FREDERICK GATCHELL
Incorporator


CAROL GATCHELL
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation: SCHOONER SAILS INC.
2. The name and address of the registered agent and office is:
JOHN NEWMANN, 535 Glen Cheek Drive, Port Canaveral, Florida
32920.


JOHN NEWMANN

Title: General Manager

Date: 10/4/02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


JOHN NEWMANN

Registered Agent:

Date: 10/4/02

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02 OCT -7 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA