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03 MAY 27 PM 5:05
SEC. OF STATE
TALLAHASSEE, FLORIDA

CD 6-3-3

BARRY W. McCLEARY
ATTORNEY AT LAW

SUITE 380 BLOUNT BUILDING
3 WEST GARDEN STREET
PENSACOLA, FLORIDA 32501

May 19, 2003

TELEPHONE
850-434-3200
850-433-4318

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee FL 32314

RE: Articles of Incorporation for Top Hat Charter Boat, Inc.

Dear Sir or Madam:

Please find enclosed an original and one copy of the Articles of Incorporation for Top Hat Charter Boat, Inc. for filing with your office. Also enclosed is a check in the amount of \$78.75 representing the filing fee and certificate. Please forward the certificate to the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,


Barry W. McCleary

BWM/amr

Enclosures

cc: Bruce Williams

**ARTICLES OF INCORPORATION
OF
TOP HAT CHARTER BOAT, INC.**

FILED
03 MAY 27 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is **TOP HAT CHARTER BOAT, INC.**

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles or until such time as it shall be dissolved by law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all business not unlawful under the laws of the State of Florida or the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares". Any and all such "common shares" shall be one class only.

ARTICLE V - 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 by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by law. The name and address of the initial directors of this corporation are: Bruce Owen Williams, 900 Corto Drive, Pensacola Beach, Florida 32561, and Hazel B. Williams, 900 Corto Drive, Pensacola Beach, Florida 32561.

ARTICLE VI - INCORPORATORS / PRINCIPAL OFFICE

The name and address of the persons signing these Articles are: Bruce Owen Williams, 900 Corto Drive, Pensacola Beach, Florida 32561, and Hazel B. Williams, 900 Corto Drive, Pensacola Beach, Florida 32561.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3 West Garden Street, Suite 380, Pensacola, Florida 32501, and the name of the initial resident agent of this corporation at that address is Barry W. McCleary.

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders, provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.


ARTICLE IX - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 15th day of May 2003.



BRUCE OWEN WILLIAMS



HAZEL B. WILLIAMS

The undersigned, being the initial resident agent as described in Article VII of the foregoing Articles of Incorporation, does hereby acknowledge and accept such position.


BARRY W. MCCLEARY

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me, a Notary Public, authorized to take acknowledgments in the State and County aforesaid, personally appeared BRUCE OWEN WILLIAMS and HAZEL B. WILLIAMS, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation and acknowledged that they did execute said Articles of Incorporation, and BARRY W. MCCLEARY accepted the duties of resident agent for the foregoing corporation as indicated in Article VII of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 15th day of May 2003.



Angela M. Reid
Commission #DD147121
Expires: Sep 28, 2006
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC-STATE OF FLORIDA