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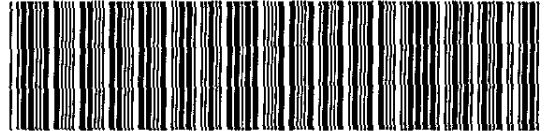
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PAVESE, HAVERFIELD, DALTON, HARRISON & JENSEN, L.L.P.

A FLORIDA LIMITED LIABILITY PARTNERSHIP
ATTORNEYS AND COUNSELORS AT LAW
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 3, 2003

SECRETARY OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE FL 32314

RE: Inc of Bayside Charters, Inc.
Our file No.: 71581.001

Gentlemen:

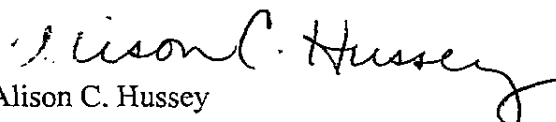
Enclosed you will find an original and one copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is our check in the amount of \$70.00 covering the fees and charges for the items listed below, as indicated:

- A. Articles Of Incorporation filing fee (\$35.00).
- B. Registered Agent Designation Filing Fee (\$35.00).

Should the corporation name requested not be available, please call us immediately. Thank you for your cooperation.

Cordially yours


Alison C. Hussey

ACH/ldw
Encl.

ARTICLES OF INCORPORATION

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OF

2003 JUL -7 PM 6:41

BAYSIDE CHARTERS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is **BAYSIDE CHARTERS, INC.**

ARTICLE II

The existence of the Corporation shall begin on the date of the filing of these articles of incorporation. This corporation shall engage in any lawful business, but its initial purpose shall be to engage in the business of fishing guide and related services.

ARTICLE III

The street address of the principal office of the Corporation is 6916 Wittman Drive, Ft. Myers, Florida.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 100 par value \$10.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered agent is 461 South Main Street, LaBelle, Florida 33935. The mailing address for the registered agent is P.O. Drawer 2280, LaBelle, Florida 33975. The initial registered agent for the Corporation at that address is Alison C. Hussey, Esquire.

ARTICLE VI

The initial board of directors shall consist of one member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

NAME:

Kelly Kaminski

ADDRESS:

6916 Wittman Drive
Ft. Myers, FL 33919

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

ARTICLE VIII

The initial officer of the corporation is:

President

Kelly Kaminski

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Bylaws, A Copy of Which Is On File At This Corporation's Principal Office."

And:

"The Shares Represented By This Certificate Have Been Issued In Reliance Upon Exemptions From the Registrations Provisions Of Federal And State Securities Laws (United States Securities Act of 1933 And The Florida Securities Act). Therefore, The Transferability of This Certificate is Restricted Until It Is Determined By The Corporation That Any Proposed Transfer Will Not Adversely Affect The Exemptions Relied Upon."

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of

incorporation.


Kelly Kaminski


Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Bayside Charters, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Alison C. Hussey
Alison C. Hussey

6-14-03
Date

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TALLAHASSEE FLORIDA