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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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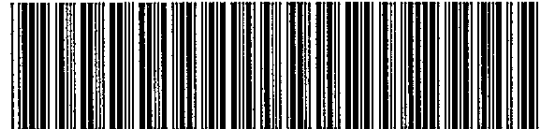
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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✓

9/7/03

TIMOTHY P. KELLY, P.A.

ATTORNEY AT LAW
1016 LASALLE STREET
JACKSONVILLE, FLORIDA 32207

TELEPHONE
904-399-3705

FACSIMILE
904-399-3706

July 22, 2003

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

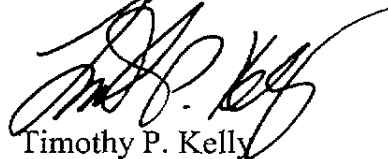
Re: In & Out Charters Inc.

Dear Sir or Madam:

Enclosed is an **original and one (1) copy** of the articles of incorporation and a check for \$70.00. Please file the Articles and return the file stamped copy to me at the address stated above.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely

A handwritten signature in black ink, appearing to read 'Timothy P. Kelly', written over a horizontal line.

Timothy P. Kelly

TPK:dfg
Encls: Original and 1 copy

ARTICLES OF INCORPORATION

OF

IN & OUT CHARTERS INC.

ARTICLE I-NAME

The name of this Corporation is **IN & OUT CHARTERS INC.**

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 13715
Richmond Park Drive North, #707, Jacksonville, Florida 32224.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

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

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Hundred (100) shares, all of which shall
be of the par value of One Dollar (\$1.00) per share.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1016 LaSalle
Street, Jacksonville, FL 32207, and the name of its initial registered agent at such address is
Timothy P. Kelly, P.A.

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JACKSONVILLE, FLORIDA

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1), and the name and address of the person who is to serve as the initial Director is:

Troy Douglas Veleber
13715 Richmond Park Drive North
Jacksonville, FL 32224

Thomas John Veleber
13715 Richmond Park Drive North
Jacksonville, FL 32224

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Timothy P. Kelly, 1016 LaSalle Street, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of July, 2003.



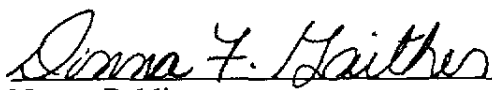
Timothy P. Kelly

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 22 day of July, 2003, by Timothy P. Kelly. He is personally known to me.



Donna F. Gaither
MY COMMISSION # DD018681 EXPIRES
July 7, 2005
BONDED THRU TROY FAIN INSURANCE, INC.



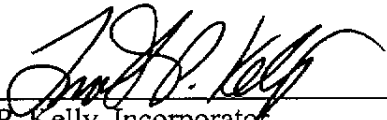
Notary Public
My Commission Expires:
Commission Number:

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

First, that **IN & OUT CHARTERS INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Timothy P. Kelly, P.A. located at 1016 LaSalle Street, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

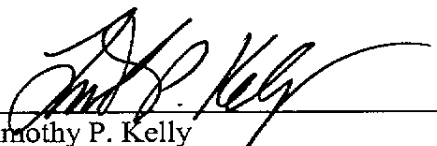


Timothy P. Kelly, Incorporator
Date: July 22 2003

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Timothy P. Kelly, P.A., hereby agrees to act in this capacity, and to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Timothy P. Kelly, P. A.

By: 

Timothy P. Kelly

Date: July 22, 2003