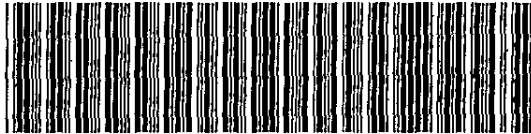


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ROBERT KELLY
SANTUARY YACHT CHARTERS
OF S. FLA INC
883 PETUNIA DRIVE
PLANTATION, FL 33317



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ARTICLES OF INCORPORATION

OF

SANCTUARY YACHT CHARTERS OF
SOUTH FLORIDA, INC.

THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF FORMING A
PROFIT CORPORATION UNDER CHAPTER 607 OF THE FLORIDA STATUTES,
HEREBY ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE:

SANCTUARY YACHT CHARTERS OF
SOUTH FLORIDA, INC.

ARTICLE II

THIS CORPORATION SHALL COMMENCE EXISTENCE UPON THE DATE OF
FILING WITH THE DIVISION OF CORPORATIONS, STATE OF FLORIDA, AND
SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE III

THE PLACE OF BUSINESS OF THIS CORPORATION IS:

SANCTUARY YACHT CHARTERS OF SOUTH
FLORIDA, INC.
883 PETUNIA DRIVE
PLANTATION, FLORIDA 33317

ARTICLE IV

THE GENERAL NATURE OF BUSINESS OF THIS CORPORATION IS TO
TRANSACTION ANY AND ALL LAWFUL BUSINESS.

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

ARTICLE V

THE AGGREGATE NUMBER OF SHARES, WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE, IS 1000 SHARES HAVING A PAR VALUE OF \$1.00. UNLESS OTHERWISE STATED IN THESE ARTICLES, OR IN AN AMENDMENT TO THESE ARTICLES, THERE SHALL ONLY BE ONE (1) CLASS OF STOCK.

ARTICLE VI

THE NAME AND STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION SHALL BE:

RICHARD BAROUH, P.A., CPA
10800 NW 5TH STREET
PLANTATION, FL 33324

ARTICLE VII

THE NAME AND ADDRESS OF THE INITIAL BOARD OF DIRECTORS OF THIS CORPORATION SHALL BE:

ROBERT REILLY
883 PETUNIA DRIVE
PLANTATION, FL 33317
PRESIDENT, VP, SECRETARY

ARTICLE VIII

THE NAME AND STREET ADDRESS OF THE INITIAL SHAREHOLDERS OF THIS CORPORATION SHALL BE:

ROBERT REILLY
883 PETUNIA DRIVE
PLANTATION, FL 33317

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STATE OF FLORIDA
SECRETARY OF STATE

PRESIDENT, VP, SECRETARY

ARTICLE IX

THE NAME AND STREET ADDRESS OF THE INITIAL OFFICERS OF THE CORPORATION SHALL BE:

ROBERT REILLY
883 PETUNIA DRIVE
PLANTATION, FL 33317
PRESIDENT, VP, SECRETARY

ARTICLE X

THE NAME AND ADDRESS OF THE INCORPORATOR EXECUTING THESE ARTICLES OF INCORPORATION IS:

ROBERT REILLY
883 PETUNIA DRIVE
PLANTATION, FL 33317

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 29TH DAY OF OCTOBER, 2004


SIGNATURE REGISTERED AGENT

10/29/04
DATE

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FILED IN PUBLIC RECORDS

SIGNITURE/INCORPORATOR

DATE

[Handwritten signature]

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STATE OF CALIFORNIA
DEPARTMENT OF REVENUE