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GREENMAN & MANZ
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW

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January 6, 1995

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

RE: SEA TRAIN CHARTERS, INC.
Our File #95-002

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 for filing of same.

Should you have any questions please do not hesitate to call. Thank you for your assistance.

Respectfully,

Zoraida Frederick
Zoraida Frederick for
Franklin D. Greenman

FDG/zf

Enclosure

ARTICLES OF INCORPORATION
FOR
SEA TRAIN CHARTERS, INC.

FILED
JAN-9
MARATHON
FLORIDA

The undersigned acting as incorporators of a corporation under the Florida General Corporation act adopts the following Articles of Incorporation for their corporation.

ARTICLE I

The name of the corporation shall be SEA TRAIN CHARTERS, INC. whose principal place of business is c/o Hawk's Cay Marina, Duck Key, Marathon, Florida 33050 and its mailing address shall be 2126 Dolphin Drive, Marathon, Florida 33050.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized is to provide boat charters, for fishing and diving and generally to do any and all things necessary, pertinent, or convenient to the purposes herein and hereby stated or any activity or business permitted under the laws of the United States and of this State and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all of the things incidental to them or connected with them that are not forbidden by Florida corporation Laws or by any other law, or by theses Articles of Incorporation, and to carry out the said purposes in any State, Territory, District, or possession of the United States, or in any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have the authority to issue is one hundred (100) shares of capital stock with the par value of one dollar (\$1.00) per share. The sum of

the par value of all shares of the capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stocks shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. Shares of the corporation are not to be divided into the classes. The corporation is not authorized to issue shares in series.

ARTICLE V

The street address in Florida of the initial registered office of the corporation is 5800 Overseas Highway, Suite 40, Marathon, Monroe County, Florida 33050 and the name of the initial registered agent at that address is Franklin D. Greenman, P.A..

ARTICLE VI

The name and address of the persons who shall serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified is as follows:

William H. Hegland
2126 Dolphin Drive
Marathon, FL 33050

ARTICLE VII

The name and address of the initial incorporators are as follows:

William H. Hegland
2126 Dolphin Drive
Marathon, FL 33050

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a shareholder's meeting with not less than a majority

vote of the common stock.

ARTICLE IX

No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the Board of Directors, evidenced by resolution duly passed at the regular meeting of the Board, or at a special meeting called for that purposes.

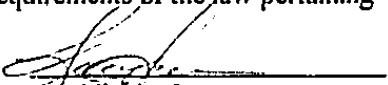
ARTICLE X

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


Franklin D. Greenman
Registered Agent
5800 Overseas Highway
Suite 40
Marathon, FL 33050

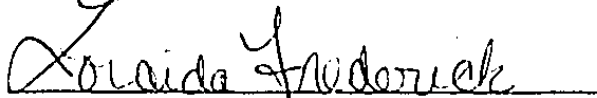
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation on this 6th day of January, 1995.


William H. Hegland

STATE OF FLORIDA)
COUNTY OF MONROE)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgements personally appeared WILLIAM H. HEGLAND, who is personally known to me or who has produced _____ as identification and who (did) (did not) take an oath and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 6th day of January, 1995



Notary Public, State of Florida

My Commission Expires:

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ZORAIDA FREDERICK
My Comm Exp. 4-27-96
Bonded By Service Ins. Co.
No. CC196819