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PLEASE REPLY TO:
NORTH MIAMI BEACH OFFICE

P95000033/99
APR 21 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

200001471502
-05/02/95--01134--014
****122.50 ****122.50

RE: BLUEWATER CHARTERS, INC.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation of Bluewater Charters, Inc.

Enclosed also is our firm's check in the amount of \$122.50 which covers the fee for filing and a certified copy. Please return the certified copy of the Articles as soon as possible.

Your early attention to this matter will be appreciated.

Very truly yours,



ADAM R. SCHIFFMAN

ARS:gm
Encls.

FILED
95 APR 26 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
4/27/95

EFFECTIVE DATE

4-21-95

ARTICLES OF INCORPORATION
OF
BLUEWATER CHARTERS, INC.

FILED

95 APR 26 PM 12:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be:

EFFECTIVE DATE

4-21-95

BLUEWATER CHARTERS, INC.

1500 San Remo Avenue

Suite 205

Coral Gables, Florida 33146

ARTICLE II

DURATION

The corporation shall commence its existence on April 21, 1995, and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

PURPOSE

It is the purpose of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1500 San Remo Avenue, Suite 205, Coral Gables, Florida 33146, and the initial registered agent of this corporation at that address is Jeffrey B. Flick.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by amendment of the Bylaws but shall never be less than one (1). The name and address of the initial Director of this corporation is:

1500 San Remo Avenue
Suite 205
Coral Gables, Florida 33146

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles is Jeffrey B. Flick, 1500 San Remo Avenue, Suite 205, Coral Gables, Florida 33146.

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
21st day of April, 1995.


JEFFREY B. FLICK

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 21st DAY OF APRIL, 1995.


JEFFREY B. FLICK

STATE OF FLORIDA :
: SS.
COUNTY OF DADE :

BEFORE ME, a Notary Public authorized in County and State set forth above, personally appeared JEFFREY B. FLICK, known to me and known to be the person who, as Incorporator and Registered Agent, executed the foregoing Articles of Incorporation of BLUEWATER CHARTERS, INC., and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, this 21st day of April, 1995.


NOTARY PUBLIC, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
CHERYL D. PUZON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC235604
MY COMMISSION EXP. NOV. 19, 1996