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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN -1 PM 1:33

FILED

Gulfside Charters, Inc.
7151 W. Hwy. 98, Suite 234
Panama City Beach, Florida 32407

May 30, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Gulfside Charters, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the
Articles of Incorporation, together with my check in the
amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy
of Articles of Incorporation and Fee for Registered Agent
Designation for the above named corporation.

Very truly yours,



Charles S. Paul
President

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ARTICLES OF INCORPORATION
of
Gulfside Charters, Inc.

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TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Gulfside Charters, Inc.

ARTICLE II - DURATION

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand shares (1000) of one dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Charles S. Paul
7151 W. Hwy. 98, Suite 234
Panama City Beach, Florida 32407

The principal office, if known, or the mailing address of the corporation is:

Gulfside Charters, Inc.
7151 W. Hwy. 98, Suite 234
Panama City Beach, Florida 32407

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

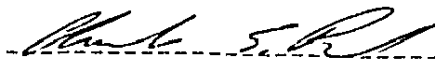
Charles S. Paul
7005 Big Daddy Drive
Panama City Beach, Florida 32407

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Charles S. Paul
7005 Big Daddy Drive
Panama City Beach, Florida 32407

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 30th day of May, 1995.

----- (Seal)

Kathi L. Hollis 5/30/95



"OFFICIAL SEAL"
Kathi L. Hollis
My Commission Expires 10/14/95
Commission #CC 151918

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT Gulfside Charters, Inc.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 7151 W. Hwy. 98, Suite 234, Panama City Beach, Florida
(Business Address, City and State)

HAS NAMED Charles S. Faul
(Name of Registered Agent)

LOCATED AT 7151 W. Hwy. 98, Suite 234, Panama City Beach, Florida
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF Panama City Beach, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)
OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE PRESIDENT

DATE MAY 30, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION,
AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY,
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND
OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(REGISTERED AGENT)

DATE MAY 30, 1995

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(NOTE: There is a filing fee of \$3.00 for this certificate)

CR2E046 (3-85)