

P95000054048

S 2:54 PM PUBLIC ACCESS SYSTEM
((H95000007733))) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 3302-0000
TALLAHASSEE, FL 32399
FAX: (904) 922-4000 CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000007733))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CAPTAIN'S CORNER ENTERPRISES, INC.
FAX AUDIT NUMBER: H95000007733 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/12/1995 TIME REQUESTED: 14:54:02
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000007733)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:16:14

FILED
95 JUL 13 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
95 JUL 12 PM 4:26
DIVISION OF CORPORATIONS

JUL-13-1995 08:48 FROM EMPIRE

TO

19049224003

P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 13, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CAPTAIN'S CORNER ENTERPRISES, INC.
REF: W95000014084

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAK Aud. #: H95000007733
Letter Number: 695A00033631

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

ARTICLES OF INCORPORATION

OF

CAPTAIN'S CORNER ENTERPRISES, INC.

The undersigned has executed the following document as incorporator of the above corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator and those of the corporation are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: CAPTAIN'S CORNER ENTERPRISES, INC.

ARTICLE II

The general nature of the business proposed to be transacted, promoted and carried on are to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, namely:

(a) To engage in the business of operating boats for the transportation and entertainment of the general public, providing water transportation for snorkelers and scuba divers, providing instruction and certification to divers, operating water-borne entertainment and sight-seeing tours, operating fishing boats, sight-seeing boats, para-sail boats and boats and vessels of every description and to sell goods, wares and merchandise in connection therewith.

(b) To buy, sell, trade, or deal in any kind of goods, wares, and merchandise.

(c) To purchase, acquire, hold, sell, convey, mortgage, lease, exchange, and otherwise deal in real estate and personal property of every kind, nature and description whatsoever.

(d) To build upon or, in any other manner, improve real estate owned by it.

(e) To lend money secured by mortgage or other security, or without security, for itself, or on a commission basis for others; to borrow money for the purpose of investment, or for any of the purposes of this corporation, and to issue bonds, debenture stock, notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the real estate or personal property of this corporation, to buy and sell negotiable

H950000077 33

H950000077 33

paper, to execute deeds, mortgages, contracts, releases, and such other instruments as may be necessary for the carrying on of the business above designated.

(f) To acquire by purchase, subscription or otherwise, and to hold for the purpose of investment or otherwise, and to own, sell or otherwise dispose of and deal in stocks, bonds, mortgages, securities, notes, commercial papers, or otherwise deal with other evidences of debt, issued by any one or more persons, firms, corporations, or associations, either foreign or domestic, and whether now or hereafter organized, and while the owner thereof, to execute all the rights, powers and privileges of ownership; to guarantee or become surety with respect to any obligation of any of said persons, firms, associations or corporations, contained in any of said securities.

(g) To aid in any lawful manner any corporation, firm or a association or individual of which the bonds or other securities or evidences of indebtedness or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve and improve or enhance the value of any such bonds or other acts which may be permitted by law to private persons in the carrying on of the business above designated,

(h) To purchase, hold, sell, exchange or transfer, or otherwise deal in shares of its own capital stock, bonds, or other obligations, from time to time to such an extent and in such manner, and upon such terms as its Board of Directors shall determine, provided that this corporation shall not use any of its funds or property for the purchase of its own shares of capital stock when such would cause any impairment of the capital of this corporation, and provided further that shares of its own capital stock belonging to this corporation shall not be voted directly or indirectly.

(i) To carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on in connection with the above, or calculated directly or indirectly to promote the interests of the corporation, or to enhance the value of its properties, and holdings, and to have, enjoy and exercise all the rights, powers and privileges which are now, or hereafter may be conferred upon corporations organized under the same statutes as this corporation.

(k) To engage in or conduct any lawful business permitted by the laws and statutes of the State of Florida by virtue of its corporate act.

The foregoing clauses shall be construed both as objects and powers; and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers allowed to corporations by the statutes of the State of Florida.

H950000077 33

H950000077 33

H950000077 33

ARTICLE III.

The amount of the authorized capital stock of this corporation shall be ten thousand (10,000) shares. The shares shall have a par value of ONE DOLLAR (\$1.00) each.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators at the organization meeting. Fractional shares of stock may be issued.

ARTICLE IV

The term for which this corporation shall exist is perpetual.

ARTICLE V

The place of business of this corporation shall be 13 Hilton Haven Drive, Key West, Florida, and it may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and may maintain offices in such places for the transaction of its business.

ARTICLE VI

The initial Board of Directors shall consist of one (1) person and the person who is to serve as the initial director is WILLIAM R. GROSSCUP, whose address is 13 Hilton Haven Drive, Key West, Florida, 33040.

ARTICLE VII

The name of the subscriber of these Articles of Incorporation is WILLIAM R. GROSSCUP, whose address is 13 Hilton Haven Drive, Key West, Florida 33040.

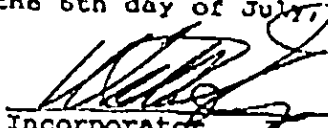
ARTICLE VIII

The name of the initial Registered Agent is WILLIAM R. GROSSCUP, whose address is 13 Hilton Haven Drive, Key West, Florida, 33040.

IN WITNESS WHEREOF, the undersigned has executed these

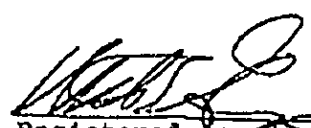
H950000077 33

Articles of Incorporation on the 6th day of July, 1995.


Incorporator

CERTIFICATE OF ACCEPTANCE

Having been named as registered agent to accept service of process for CAPTAIN'S CORNER ENTERPRISES, INC. at 13 Hilton Haven Drive, Key West, Florida in the Articles of Incorporation of said corporation, I hereby agree to act in that capacity, to comply with the provisions of 48.091, Florida Statutes and to comply with the provisions of all other statutes relating to the proper and complete performance of my duties.


Registered Agent

This instrument prepared by:
MARGARET TOBIN MILLS
Attorney at Law
422 Fleming Street
Key West, Florida 33040
Florida Bar No. 986363

FILED
95 JUL 13 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000007735

HY20000007735