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Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: FLORIDA DOLPHIN HOLIDAYS, INC.

Gentlemen:

As Incorporator of the above named corporation I am requesting a Charter from the State of Florida in order to start a business as a corporation in Florida.

Enclosed are the following papers, together with our check:

- a) Original and one copy of Certificate of Incorporation for filing and approval by your office;
- b) Certificate of Registered Agent;
- c) Check to cover fees and costs in the amount of \$122.50.

\$35.00 to file Certificate.
\$52.50 for certified copy.
\$35.00 for Registered Agent Designation.

Please return certified copy as soon as possible.

Very truly yours,

LEO A. ROMANOWICZ

enclosures

95 AUG 30 AM 8 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-1-95
[Signature]

ARTICLES OF INCORPORATION
OF

ARTICLE I. FLORIDA DOLPHIN HOLIDAYS, INC.

The name of this corporation is:

FLORIDA DOLPHIN HOLIDAYS, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business as permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock with a par value of \$1 (one dollar) per share.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon issuance of the certificate of incorporation from the Secretary of State.

ARTICLE V. REGISTERED AGENT AND INITIAL

REGISTERED OFFICE

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

THOMAS W. HILL

1318 LAFAYETTE STREET

CAPE CORAL, FLORIDA 33904

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The principal office address shall be the same as the registered office address.

ARTICLE VI. 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 By Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and the street address is:

LEO A. ROMANOWICZ

1318 LAFAYETTE STREET

CAPE CORAL, FLORIDA 33904

The persons named as initial director shall hold office for the first year of existence of this Corporation or until has successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

LEO A. ROMANOWICZ

1318 LAFAYETTE STREET

CAPE CORAL, FLORIDA 33904

ARTICLE IX. AMENDMENT


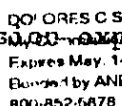
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on 21st day of AUGUST, 1995.



LEO A. ROMANOWICZ
INCORPORATOR

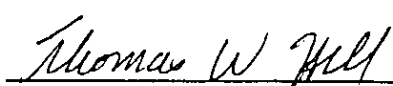
BEFORE ME, a Notary Public, personally appeared LEO A. ROMANOWICZ, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on 21st day of AUGUST, 1995.

My   **DOLORES C. STROCKBINE**
Notary Public
Expires May 14, 1999
Bonded by ANB
800-852-6878



Notary Public

I hereby am familiar with and accept the duties and responsibilities as registered agent for FLORIDA DOLPHIN HOLIDAYS, INC.



THOMAS W. HILL
Registered Agent

BEFORE ME, a Notary Public, personally appeared THOMAS W. HILL,
to me known to be the person described as Registered Agent and who
executed the foregoing instrument and he acknowledged before me
that he executed the same.

WITNESS my hand and official seal this 21st day of AUGUST
_____, 1995.

Dolores C. Strickland

Notary Public

My Commission expires:



DOLores C. STRICKLAND
My Commission CC454913
Expires May 14 1996
Bonded by ANH
R00-B52-5871

FLORIDA DOLPHIN HOLIDAYS, INC.
1318 Lafayette Street
Cape Coral, Florida 33904

SECRET
TALLAHASSEE, FLORIDA
AUG 30 AM 6:54

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

In compliance with Section 48.091, Florida Statutes, the
following is submitted:

FIRST: That FLORIDA DOLPHIN HOLIDAYS, INC., is desiring
to organize or qualify under the law of the State of Florida with
its principal place of business at 1318 Lafayette Street, in the
City of Cape Coral, State of Florida, has named Thomas W. Hill,
1318 Lafayette Street, Cape Coral, Florida, as its agent to accept
service of process within Florida.

LEO A. ROMANOWICZ

Leo A. Romanowicz
Corporate Officer

President
Title

8-21-95
Date

Having been named to accept service of process for the above
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.

THOMAS W. HILL

Thomas W. Hill
Registered Agent

8-21-95
Date