

P950000068544

ALLEY, MAASS, ROGERS & LINDSAY, P.A.

381 ROYAL POINCIANA PLAZA, SOUTH

POST OFFICE BOX 431

PALM BEACH, FLORIDA 33460-0431

(407) 659-1770

FACSIMILE (407) 633-2261

FROM BROWARD (305) 421-1540

FORT LAUDERDALE OFFICE

1600 S.E. 17TH STREET CAUSEWAY

SUITE 404

FORT LAUDERDALE, FLORIDA 33316

(305) 767-0215

FACSIMILE (305) 761-7644

August 31, 1995

RAYMOND C. ALLEY (1993-1975)
HAROLD G. MAASS (OF COUNSEL)
DOYLE ROGERS
ALAN LINDSAY
EDWARD D. LEWIS
NEAL W. KNIGHT, JR.
PAUL B. ERICKSON
DAVID H. BAKER
LENNE A. GAPSTUR
WILLIAM W. ATTERBURY III
LOUIS L. HAMBY III
ROBB R. MAASS
M. TIMOTHY HANLON
JOSEPH L. THILLMAN
KURT E. BOSSHARDT
MICHAEL L. DUFFY
WARREN D. HAYES, SR.
GENE D. LIPSCHER
THERESA BENNETT

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300001576193
-09/01/95--01052--012
*****70.00 *****70.00

Re: Tropical Adventures, Inc.

EFFECTIVE DATE

8-31-95

Dear Sir or Madam:

Enclosed for filing please find the original and one copy of Articles of Incorporation for the above-referenced corporation, together with our check in the amount of \$70.00 for the filing fee.

Please stamp as filed the enclosed copy of the Articles and return them to me.

Sincerely,



M. Timothy Hanlon

MTH/cmc
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP - 1 PM 2:58

AL SEP - 5 1995

August 31, 1995

Florida Department of State
New Filings Section
409 East Gaines Street
Tallahassee, Florida 32399

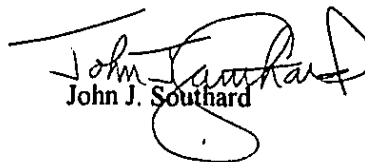
Re: Tropical Adventures, L.C.

Dear Sir or Madam:

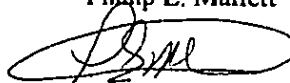
Please accept this letter as confirmation of abandonment of our filing Articles of Organization for Tropical Adventures, L.C.

In lieu of such filing, we are filing Tropical Adventures, Inc. on this date. As a result, we wish to confirm the abandonment of Tropical Adventures, L.C. to ensure that the corporation name Tropical Adventures, Inc. is available.

Sincerely,


John J. Southard

Phillip E. Maffett



ARTICLES OF INCORPORATION
OF
TROPICAL ADVENTURES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP -1 PM 2:58

Article I - Name

The name of this corporation is TROPICAL ADVENTURES, INC.

EFFECTIVE DATE
8-31-95

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is 2163 S. U.S. Highway 1, Jupiter, Florida 33458.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is M. Timothy Hanlon.

Article VIII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The names and addresses of the initial directors of this corporation is:

John J. Southard
2163 S. U.S. Highway 1
Jupiter, Florida 33458

Phillip E. Maffett
2163 S. U.S. Highway 1
Jupiter, Florida 33458

Article IX - Incorporator

The name and address of the person signing these Articles is:

M. Timothy Hanlon
321 Royal Poinciana Plaza
Palm Beach, Florida 33480

Article X - Indemnification

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

Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these
Articles of Incorporation this 31st day of August, 1995.

M. Timothy Hanlon
M. Timothy Hanlon

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31st day of August, 1995 by M. Timothy Hanlon, who is personally known to me or who has produced _____ as identification.



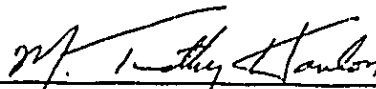
Constance M. Carlton
 Notary Public
CONSTANCE M. CARLTON
 Notary Public Printed
 My Commission Number: CC142305
 My Commission Expires: 10/25/95

Acceptance of Designation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 SEP - 1 PM 2: 58

The undersigned, M. Timothy Hanlon, hereby accepts the designation of
himself as registered agent for this corporation and agrees to serve in compliance
with all applicable Florida Statutes.



M. Timothy Hanlon

P95000068544

ALLEY, MAASS, ROGERS & LINDSAY, P.A.

321 ROYAL POINCIANA PLAZA, SOUTH

POST OFFICE BOX 431

PALM BEACH, FLORIDA 33460-0431

(407) 859-1770

FACSIMILE (407) 833-2261

FROM BROWARD (954) 421-540

FORT LAUDERDALE OFFICE

1600 S.E. 17TH STREET CAUSEWAY

SUITE 404

FORT LAUDERDALE, FLORIDA 33316

(954) 767-0215

FACSIMILE (954) 761-7644

RAYMOND C. ALLEY (1993-1975)
HAROLD G. MAASS (OF COUNSEL)
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ROBB R. MAASS
M. TIMOTHY HANLON
KURT E. BOSSHARDT
MICHAEL L. DUFFY
WARREN D. HAYES, SR.
GENE D. LIPSCHER

December 14, 1995

200001682222

-01/09/96--01039--001

*****122.50 *****35.00

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

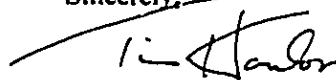
Re: Tropical Encounters, Inc.

Dear Sir or Madam:

Enclosed for filing please find a Certificate of Amendment to Articles of Incorporation and an Application for the Registration of a Trademark or Service Mark for the above-referenced, together with our check in the amount of \$122.50 for the filing fee.

Please acknowledge receipt of the enclosures on the enclosed copy of this letter and return it in the envelope provided.

Sincerely,



M. Timothy Hanlon

MTH:cac
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB - 2 PM 12:48
FILED

VS FEB 5 1996

N/C



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1996

M. TIMOTHY HANLON
POST OFFICE BOX 431
PALM BEACH, FL 33480-0431

SUBJECT: TROPICAL ADVENTURES, INC.
Ref. Number: P95000068544

We have received your document for TROPICAL ADVENTURES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

We are also returning your application for the Registration of a Trademark or Service Mark so the name can be corrected on it.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 496A00000971

LAW OFFICES
ALLEY, MAASS, ROGERS & LINDSAY, P.A.

321 ROYAL POINCIANA PLAZA, SOUTH

POST OFFICE BOX 431

PALM BEACH, FLORIDA 33400-0431

(407) 659-1770

FACSIMILE (407) 633-2261

FROM BROWARD (954) 421-1540

FORT LAUDERDALE OFFICE

1600 S.E. 17TH STREET CAUSEWAY

SUITE 404

FORT LAUDERDALE, FLORIDA 33316

(954) 767-0218

FACSIMILE (954) 761-7644

RAYMOND C. ALLEY (1893-1975)
HAROLD G. MAASS (OF COUNSEL)
DOYLE ROGERS
ALAN LINDSAY
EDWARD D. LEWIS
NEAL W. KNIGHT, JR.
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M. TIMOTHY HANLON
KURT E. BOSSHARDT
MICHAEL L. DUFFY
WARREN D. HAYES, SR.
GENE D. LIPSCHER

January 31, 1996

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

Attn: Velma Shepard
Corporate Specialist

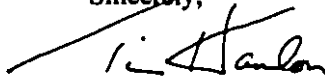
Re: Tropical Adventures, Inc.
Ref. Number: P95000068544

Dear Velma:

Pursuant to your letter of January 9, 1996, copy enclosed, enclosed please find a revised Application for the Registration of a Trademark or Service Mark and a revised Certificate of Amendment of Articles of Incorporation of Tropical Adventures, Inc.

The filing fees were previously paid and are in your possession. If you have any questions, please call me.

Sincerely,



M Timothy Hanlon

MTH/cmc
Enclosures

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
TROPICAL ADVENTURES, INC.

FILED

96 FEB -2 PM 12:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TROPICAL ADVENTURES, INC., a corporation organized and existing under and by virtue of the laws of the State of Florida, does hereby certify that all of the shareholders of said corporation, by unanimous written action in lieu of a meeting as of January 31, 1996, duly adopted the following Amendment to its Articles of Incorporation effective the date of filing of this Certificate with the Florida Department of State:

1. Article I of the Articles of Incorporation is amended to read in its entirety as follows:

Article I - Name

The name of this corporation is Jimani Charters, Inc.

2. The Amendment effected herein was authorized by the shareholders entitled to vote thereon pursuant to the laws of the State of Florida by written action in lieu of a meeting as of January 31, 1996.

IN WITNESS WHEREOF, TROPICAL ADVENTURES, INC., through its duly authorized officers, has executed this Certificate of Amendment this 31st day of January, 1996.

(CORPORATE SEAL)

By: John J. Southard
JOHN J. SOUTHARD
Vice President

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 31st day of January, 1996, by JOHN J. SOUTHARD, Vice President of TROPICAL ADVENTURES, INC. a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.



MTIMOTHY HANLON
My Commission CC481070
Expires Aug. 29, 1998

Timothy Hanlon
Notary Public

Notary Public Printed
My Commission Number:
My Commission Expires: