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**SCHOENE, BYRD & PALMER**

*Counsellors at Law*

A Partnership of Professional Associations

807 South Orlando Avenue, Suite H

Post Office Box 2187

Winter Park, Florida 32790-2187

John S. Schoene  
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\*\*\*\*\*20.00 \*\*\*\*\*20.00

August 31, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of  
SEA DREAMS CHARTER OF FLORIDA, INC.

Gentlemen:

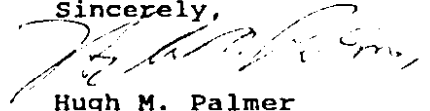
I am enclosing an original Articles of Incorporation of  
SEA DREAMS CHARTER OF FLORIDA, INC. along with my firm check in  
the amount of \$70.00 to cover the costs listed below:

Filing fee	\$ 35.00
Registered Agent	
Designation	<u>35.00</u>
Total	\$ 70.00

Please acknowledge the filing of the above Articles by  
your letter of confirmation setting forth the document number,  
etc.

Your cooperation is appreciated.

Sincerely,



Hugh M. Palmer

HMP:cm

Enclosures

FCH 100 SEP 8 1995

ARTICLES OF INCORPORATION  
OF  
SEA DREAMS CHARTER OF FLORIDA, INC.

We, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of the corporation shall be:

SEA DREAMS CHARTER OF FLORIDA, INC.

ARTICLE II

This corporation may conduct or engage in any activity or business for or hereinafter permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine and to hold the same in its treasury to be thereafter sold, issued or disposed of when and in such manner as the Board of Directors may deem expedient; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors or by a majority of the stockholders.

#### ARTICLE IV

The corporation may conduct its business, or any part or parts thereof, in the United States of America, or any of them, in the territories and the District of Columbia, and in any or all dependencies, colonies or jurisdictions, without restriction as to place. It may have one or more offices or agencies, and keep such books of the company outside of the State of Florida as are not required by law to be kept within this state.

#### ARTICLE V

This corporation may do all and everything necessary and proper for the accomplishment of the objects enumerated in this corporation, and in general, to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation.

#### ARTICLE VI

The authorized capital stock of this corporation shall consist of Seven Thousand (7,500) Shares of common stock with a par value of One and No/100 (\$1.00) Dollar per share. Such stock shall be fully paid and non assessable.

Said common capital stock may be paid for in cash or may be paid for in labor or services, or real estate or in personal property at a fair valuation placed thereon by the Board of Directors.

The Board of Directors of the corporation may, from time to time, issue the authorized stock of the corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof.

#### ARTICLE VII

The amount of the capital with which the corporation shall commence business shall not be less than Five Hundred (\$500.00) Dollars.

#### ARTICLE VIII

This corporation shall have perpetual existence, unless sooner dissolved according to law. Corporate existence shall commence on the date of the filing of the Articles of Incorporation by the Department of State.

#### ARTICLE IX

The initial principal office of this corporation will be P. O. Box 2187, Winter Park, Florida 32790.

The registered agent shall be Hugh M. Palmer, 807 South Orlando Avenue, Suite H, Winter Park, Florida 32789, who accepts this designation as registered agent by his signature below.

#### ARTICLE X

The business of the corporation shall be conducted and managed by a Board of Directors that consists of not less than one (1) member nor more than nine (9) members, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected by the stockholders of the corporation.

#### ARTICLE XI

The names and post office addresses of the first Board of Directors of this corporation, who shall hold office until their successors are elected and qualified, shall be:

Name	Address
Hugh M. Palmer	P. O. Box 2187 Winter Park, Florida 32790

ARTICLE XII

The name and address of the persons signing this Certificate of Incorporation as subscribers are:

Hugh M. Palmer	P. O. Box 2187 Winter Park, Florida 32790
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ARTICLE XIII

In furtherance, and not in limitation, of the powers conferred by statute, the corporation shall have and may exercise the following powers:

A. The corporation shall have power to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the Board of Directors.

Meetings of directors and stockholders may be held upon such notice thereof as may set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereto, but any requirements as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing any stockholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

B. The number of Directors of the corporation shall be fixed from time to time by the By-Laws and may be increased or decreased as shall be provided by the By-Laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of directors, or by death, resignation or other cause, may be filled by the directors in

office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have qualified.

C. The corporation, in its By-Laws, may confer upon the directors powers and authorities expressly conferred upon them by the Statutes.

D. It shall not be necessary for any officer to the corporation, other than the president, to be a director, or for any officer to be a stockholder.

E. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws provide; and the manner of calling meetings of stockholders and directors may be fixed by the By-Laws.

F. Members of the Board of Directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other is used.

G. The corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

#### ARTICLE XIV

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of or for advice concerning any

claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or commission to act as such director or officer, provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceedings brought. The foregoing right to indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

#### ARTICLE XV

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by the reason of the fact that any one or more of the directors or officers of this corporation is or are interested in or is a member, stockholder, director or officer of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or directors or officers of this corporation is a party or parties to or interested in such contract, act or association or corporation, and each and every person who may become a director or officer to this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned, being all of the subscribers to this Certificate of Incorporation of SEA DREAMS CHARTER OF FLORIDA, INC. as herein set forth, do hereby make and file this Certificate, hereby declaring and certifying the facts herein are true and, accordingly, we have set our hands and seals this 21 day of August, 1995.

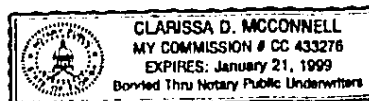
Hugh M. Palmer  
Hugh M. Palmer

STATE OF FLORIDA  
COUNTY OF ORANGE

21 The foregoing instrument was acknowledged before me this day of August, 1995, by HUGH M. PALMER, who is personally known to me or who has produced \_\_\_\_\_ as identification.

Clarissa D. McConnell  
Notary Public, State of Florida

Name of Notary - Printed  
My commission expires:  
Commission No.:



I certify that I am a permanent resident of Florida, and my office address is 807 South Orlando Avenue, Suite H, Winter Park, Florida 32789. I hereby accept the foregoing designation as Registered Agent.

Dated at Winter Park, Florida, on this 21 day of August, 1995.

Hugh M. Palmer  
Hugh M. Palmer  
Registered Agent



STATE OF FLORIDA

COUNTY OF ORANGE

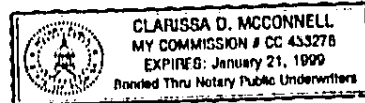
21 The foregoing instrument was acknowledged before me this day of August, 1995, by HUGH M. PALMER, who is personally known to me or who produced as identification.

*Clarissa D. McConnell*  
Notary Public State of Florida

(Name of Notary, Printed)

My Commission Expires:

Commission No.:



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Articles-Sea-Dreams

FILED  
1995 SEP -5 AM 10:51  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE