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January 26, 1996

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

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*****70.00 *****70.00

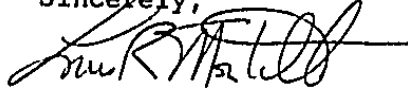
Re: Guest House Charters, Inc. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check in the amount of \$70.00.

Please file and return one set in the self-addressed stamped envelope enclosed for your convenience. If you have any questions, please call me.

Sincerely,



Louis R. Montello

Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMB
1/30/96

ARTICLES OF INCORPORATION

FILED

OF

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GUEST HOUSE CHARTERS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is GUEST HOUSE CHARTERS, INC.
(hereinafter called the "Corporation").

ARTICLE II

Principal office

The address of the principal office and the mailing address of the Corporation is 3450 West Busch Boulevard, Suite 195, Tampa, Florida 33618.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000	\$.01	common

ARTICLE IV

Special Meeting

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the board of directors or persons authorized to do so by the Corporation's bylaws; or

(2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

Initial Registered Office

The street address of the Corporation's initial registered office in the State of Florida is 3450 West Busch Boulevard, Suite 195, City of Tampa, County of Hillsborough, and the name of its initial registered agent at such office is Darrell J. Valenti.

ARTICLE VI

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until his successor is duly elected and qualified is:

Darrell J. Valenti
3450 West Busch Boulevard
Suite 195
Tampa, Florida 33618

ARTICLE VII

Incorporator

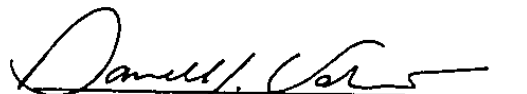
The name of the Incorporator is Darrell J. Valenti and the address of the Incorporator is 3450 West Busch Boulevard, Suite 195, Tampa, Florida 33618.

ARTICLE VIII

Indemnification


This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 26th day of January, 1996.


Darrell J. Valenti
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of GUEST HOUSE CHARTERS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.


Darrell J. Valenti
Registered Agent

January 26, 1996.

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TALLAHASSEE, FLORIDA