DONALD L. BASS 7166 S.E. OSPREY STREET HOBE SOUND, FLORIDA 33455 (407) 546-6620 or 744-0581

January 25, 1996

Secretary of State Division of Corporations P.O. Box 6327 Tallahasse, Florida 32301

400001716094 -02/15/96--01085--011 ****122.50 ****122.50

Re: Jupiter Charters, Inc.

Dear Sir

Enclosed are the Articles of Incorporation for the above named corporation.

Also enclosed is a check payable to the "Secretary of State" in the amount of \$ 122.50 to cover the cost of incorporation.

If any further information is needed, please contact me directly.

Very truly yours

- BBass Donald L. Bass

Registered Agent

FEB 1 9 1996

FUED

ARTICLES OF INCORPORATION

OF

96 FEB 15 PM 1:44

JUPITER CHARTERS, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY ESTABLISHES THE FOLLOWING FOR THE PURPOSES OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE

JUPITER CHARTERS, INC.

THE PRINCIPAL OFFICE AND MAILING ADDRESS IS: 352 FRANKLIN ROAD, TEQUESTA, FL 33469.

ARTICLE II

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

- (A) TO CARRY ON THE BUSINESS OF PROVIDING THE SERVICE OF MARINE CHARTERS TO THE GENERAL PUBLIC. ALSO, CONSULTATION AS NEEDED OR REQUESTED.
- (B) FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEPHONE, TELEGRAPH OR CEMETERY COMPANY, A SAVINGS AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY OR STATE FAIR EXPOSITION.
 - (C) TO DO ANY AND EVERYTHING PERTINENT TO THE ABOVE.

ARTICLE III

THIS CORPORATION IS AUTHORIZED TO ISSUE 10 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE STOCK.

ARTICLE IV

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V

CORPORATE DURATION

THIS CORPORATION SHALL HAVE PERPETUAL DURATION UNLESS SOONER DISSOLVED BY LAW.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 7166 S.E. OSPREY STREET, HOBE SOUND, FL 33455 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS DONALD L. BASS.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN TWO. THE NAMES AND ADDRESSES OF THE INITIAL DIRECTORS OF THIS CORPORATION ARE:

BARRY T. HITCH 359 FRANKLIN ROAD TEQUESTA, FL 33469

CHRISTIN∰ M. ADAMSON 352 FRANKLIN ROAD TEQUESTA, FL 33469

ARTICLE VIII

BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE IX

INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE X

SUBSCRIBER

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

BARRY T. HITCH 359 FRANKLIN ROAD TEQUESTA, FL 33469

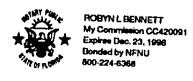
IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 2 DAY OF February, 1991,

BARRY TO HITCH SUBSCRIBER

STATE OF FLORIDA) SS.
COUNTY OF PALM BEACH)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED BARRY T. HITCH KNOWN TO ME AND KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THOSE ARTICLES OF INCORPORATION. DRIVERS LICENSE WITH PHOTO I.D. USED AS CONFIRMATION OF IDENTITY.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 8 1/2 DAY OF February , 19 91.



Robert Bennett NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

MY COMMISSION EXPIRES:

96 FEB 15 PM 1:44

SEGRLIARY OF STATE TALLAHASSEE, FLORIDA 70

CERTIFICATE DESIGNATING 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 JUPITER CHARTERS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 352 FRANKLIN ROAD, TEQUESTA, STATE OF FLORIDA, HAS NAMED DONALD L. BASS LOCATED AT 7166 S.E. OSPREY STREET, HOBE SOUND, FLORIDA 33455 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

BARRY TO HITCH

PRESIDENT

2/8/96

DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.

(SIGNATURE, RESIDENT AGENT)

DONALD L. BASS

2-7-96 DATE