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Michael L. Browning
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*Also Admitted in Massachusetts

+Also Admitted in California

February 13, 1996

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

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-02/20/96--01056--007
*****70.00 *****70.00

RE: R.K.R. CARIBBEAN ADVENTURES, INC.

Dear Sir:

I'm enclosing herewith two duly executed copies of the Articles of Incorporation of R.K.R. Caribbean Adventures, Inc., and a check in the amount of \$70.00 to cover the cost of filing and a copy of the articles to be returned to my office.

Thank you for your attention to this matter.

Sincerely,


THOMAS J. SIRECI, JR.

FJSdjw

Enclosures

11/1/96/11/1/96

K. W. Eason Feb 21 1996

ARTICLES OF INCORPORATION
OF
R.K.R. CARIBBEAN ADVENTURES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: R.K.R. CARIBBEAN ADVENTURES, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3314 Northside Drive, Unit 12A, Key West, Florida 33040.

ARTICLES III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of no par value.

ARTICLES IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Thomas J. Sircci, Jr.
402 Appelrouth Lane
Key West, Florida 33040

ARTICLES V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Robin Stockton
3314 Northside Drive
Key West, Florida 33040

The undersigned has executed these Articles of Incorporation this 13th day of February, 1996.



ROBIN STOCKTON
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is R.K.R. CARIBBEAN ADVENTURES, INC.
2. The name and address of the registered agent and office is:

Thomas J. Sireci, Jr.
402 Appelrouth Lane
Key West, FL 33040



ROBIN STOCKTON

TITLE: Incorporator

DATE: February 13th, 1996

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



THOMAS J. SIRECI, JR.

DATE: February 13th, 1996

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February 22, 1996

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

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*****35.00 *****35.00

RE: R.K.R. CARIBBEAN ADVENTURES, INC.
Name Change to R.K.R. CARIBBEAN VENTURES, INC.

Dear Sir:

I am enclosing herewith Articles of Amendment for R.K.R. Caribbean Adventures, Inc. changing the name to R.K.R. Caribbean Ventures, Inc. and my trust check in the amount of \$35.00 for filing same.

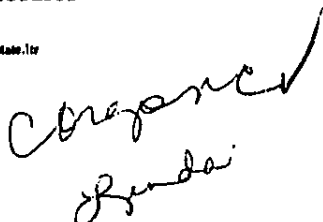
Sincerely,


THOMAS J. SIRECI, JR.

TJSvdjw

Enclosures

djw/mcstate.ltr



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

1. The following provisions of the Articles of Incorporation of R.K.R. CARIBBEAN ADVENTURES, INC., a Florida corporation, filed in Tallahassee, on February 19, 1996, be and they hereby are amended in the following particulars:

Article 1 be and it hereby is amended to read as follows:

The name of this corporation is "R.K.R. CARIBBEAN VENTURES, INC."

2. The foregoing amendment was adopted by unanimous consent of the Stockholders entitled to vote and Directors of the corporation on the 21st day of February, 1996.

R.K.R. CARIBBEAN ADVENTURES, INC.

Now:

R.K.R. CARIBBEAN VENTURES, INC.

BY: [Signature], President

[Signature], Secretary

STATE OF FLORIDA COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 21st day of February, 1996 by Robin J. Leslie as President and Robin J. Leslie as Secretary of R.K.R. CARIBBEAN VENTURES, INC., a Florida corporation, on behalf of the corporation. He/She is personally known to me or has produced FL Driver License as identification and ~~did~~ (did not) take an oath.

[Signature]
Notary's signature

DANA J. WALKUP
Notary's name printed or typed

NOTARY PUBLIC
DANA J. WALKUP
MY COMMISSION # 00310013 EXPIRES
NOVEMBER 27, 1999
BONDED THRU TROY FARM INSURANCE, INC.



FILED
96 FEB 26 PM 2:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE