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96 MAY -1 AM 9 18

SECON STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 07210000000000

REFERENCE : 937455 7104510

AUTHORIZATION :

COST LIMIT : 4 122.50

*Patricia Pizant*

ORDER DATE : April 30, 1996

ORDER TIME : 4:57 PM

ORDER NO. : 937455

CUSTOMER NO: 7104510

CUSTOMER: Mr. Ruth Hoffman  
CAPSTONE ASSOCIATES, INC.

700001803027

6230 Indiantown Road  
Suite 7-359  
Jupiter, FL 33458

DOMESTIC FILING

NAME: NEPTUNE CHARTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd R. Dowlap

EXAMINER'S INITIALS:

*TH*

5-2-96

**ARTICLES OF INCORPORATION**

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I NAME**

The name of the corporation shall be:

NEPTUNE CHARTERS, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

11845 165th ROAD NORTH  
JUPITER, FLORIDA 33478

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES TO JULES HOFFMAN, PRESIDENT  
1000 SHARES TO RUTH HOFFMAN, V. PRESIDENT  
2000 SHARES NOT YET TO BE ISSUED  
4000 SHARES TOTAL

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

JULES HOFFMAN  
11845 165th ROAD NORTH  
JUPITER, FLORIDA 33478

**ARTICLE V INCORPORATOR(S)**

**See instructions for officers/directors**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

PRESIDENT - JULES HOFFMAN

11845 165th ROAD NORTH

JUPITER, FLORIDA 33478

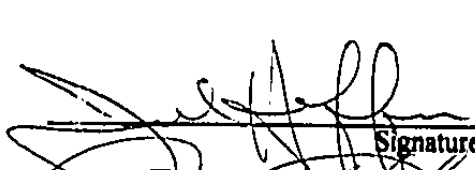
VICE PRESIDENT - RUTH HOFFMAN

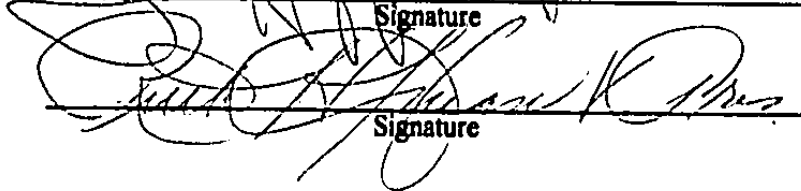
11845 165th ROAD NORTH

JUPITER, FLORIDA 33478

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

29th day of APRIL, 1996.

  
\_\_\_\_\_  
Signature

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

**NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.**

**CERTIFICATE OF DESIGNATION OF  
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: NEPTUNE CHARTERS, INC.

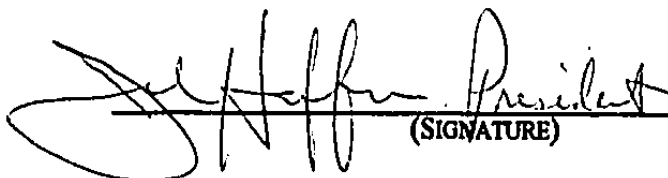
2. The name and address of the registered agent and office is:

JULES HOFFMAN  
(NAME)

11845 165th ROAD NORTH  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

JUPITER, FLORIDA 33478  
(CITY/STATE/ZIP)

*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.*

  
(SIGNATURE)

4-29-96  
(DATE)