

1201 HAYS STREET
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26 JUL -3 PM 12:15

INTERNATIONAL FINANCIAL SERVICES ACCOUNT NO. 0721000000032
DIVISION OF

REFERENCE : 009241-9564A

AUTHORIZATION : Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : July 3, 1996

ORDER TIME : 10:37 AM

ORDER NO. : 009241

CUSTOMER NO: 9564A

CUSTOMER: Conrad Kulatz, Esq
KULATZ & DOBBINS, P.A.

900001883833

Suite 4R
633 S.e. Third Avenue
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: CAPTIVITY CHARTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -3 PM 12:59

7/5/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL -3 PM 12:59

July 3, 1996

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: CAPTIVITY CHARTERS, INC.
Ref. Number: W96000014068

RESUBMIT

Please give original
submission date as file date.

Thanks!
-Carina

We have received your document for CAPTIVITY CHARTERS, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 496A00032874

RECEIVED
96 JUL -5 AM 10:04
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
Captivity Charters, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -3 PM 12:59

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

Captivity Charters, Inc.

The principal place of business of this corporation shall be 5937 Golden Eagle Circle, Palm Beach Gardens, FL 33418.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have

outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 633 S.E. Third Avenue, Suite 4R, Fort Lauderdale, Florida 33301, and the name of the initial resident agent of the corporation at that address is Karen M. Dobbins.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. CORPORATE INDEMNIFICATION PLAN

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

ARTICLE VII. PREEMPTIVE RIGHTS

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 at the price at which it is offered to others.

ARTICLE VIII. DIRECTORS

This corporation shall have One (1) Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The name and address of the initial Director of the Corporation is:

Christopher J. Kaczor
5937 Golden Eagle Circle
Palm Beach Gardens, FL 33418

ARTICLE IX. SUBSCRIBER

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

Christopher J. Kaczor
5937 Golden Eagle Circle
Palm Beach Gardens, FL 33418

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 2 day of July, 1996.

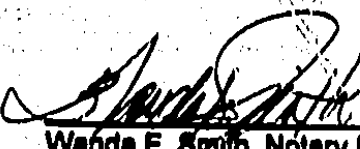


Christopher J. Kaczor

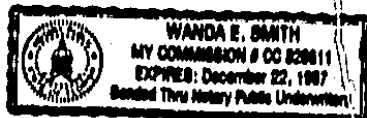
STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 JUL -3 PM 12:59

The foregoing instrument was acknowledged before me this 2 day of July, 1986 by Christopher J. Kaczor who is personally known to me and who did take an oath.


Wanda E. Smith, Notary Public

My Commission expires:



Having been named to accept service of process for the above state corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Kulatz & Dobbins, P.A.


Karen M. Dobbins, President