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PROFESSIONAL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. :

REFERENCE : 066589

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : August 27, 1996

ORDER TIME : 10:15 AM

ORDER NO. : 066589

CUSTOMER NO: 4327828

100001988421

CUSTOMER: Ms. Paulette Clark
ALLEY, MAASS, ROGERS &
LINDSAY, P.A.
321 Royal Poincianna Pl.

Palm Beach, FL 33480

DOMESTIC FILING

NAME: GULF 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: Karen B. Rozar

EXAMINER'S INITIALS:

8/27/96

FILED
SECTION OF STATE
INVEST. & REG. COMMISSION
96 AUG 27 PM 3:28

EFFECTIVE DATE

8/26/96

ARTICLES OF INCORPORATION
OF
GULF CHARTERS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 27 PM 3:23

ARTICLE I - NAME

The name of this corporation is Gulf Charters, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE; MAILING ADDRESS

The mailing address of this corporation is 5012 W. Shore Drive, New Port Richey, FL 34652.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Robb R. Maass.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two(2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial directors of this corporation are:

Rodney S. Ackley, 5012 W. Shore Drive, New Port Richey, Fl 34652
Eva F. Ackley, 5012 W. Shore Drive, New Port Richey, Fl 34652

ARTICLE IX - INCORPORATOR

The name and address of the sole incorporator and person signing these Articles is:

Robb R. Maass.
321 Royal Poinciana Plaza
Palm Beach, FL 33480.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of August, 1996.



Robb R. Maass

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this ____ day of _____, 1996, by Robb R. Maass, who is personally known to me.

Signature of Person Taking
Acknowledgment

Name typed, printed or stamped
Title or Rank: _____
Serial Number: _____

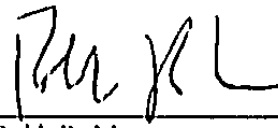
Acceptance of Designation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 27 PM 3:28

The undersigned, Robb R. Maass, hereby accepts the designation of himself as registered agent for Gulf Charters, Inc. and agrees to serve in compliance with all applicable Florida Statutes.

I am familiar with and accept the obligations of my position as registered agent.

A handwritten signature in black ink, appearing to read 'R. Maass', is written over a horizontal line.

Robb R. Maass