

September 7, 1996

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-03/09/06 -- 01041 -- 006
4444400,000 4444122,500

Dear Sir,

3. Designation of Resident Agent.

Thank you for your assistance in this matter.

Walter

Helen M. Wertheimer

SEP 9 1995
STATE
FLORIDA

9/10

ARTICLES OF INCORPORATION
OF
FIRST LIGHT SPORTS FISHING CHARTERS, INC.

ARTICLE I. NAME

The name of this corporation is
FIRST LIGHT SPORTS FISHING CHARTERS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

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

ARTICLE IV. CAPITOL STOCK

This corporation is authorized to issue 100 shares
of \$1.00 par value common stock, which shall be designated
"common shares".

ARTICLE V. 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 as early as may be done without
issuance of fractional shares at the price at which it is
offered to others.

95 SEP-9 11 51 AM
FILED

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1591 Robert J. Conlan Blvd., Suite 100, Palm Bay, Florida 32905 and the name of the initial registered agent of this corporation at that address is HELEN M. WERTHEIMER.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

MICHAEL J. WERTHEIMER
991 Sunswept Rd. NE
Palm Bay, Florida 32905

HELEN M. WERTHEIMER
991 Sunswept Rd. NE
Palm Bay, Florida 32905

STEVEN R. LILLQUIST
1352 Elcon Drive
Melbourne, Florida 32904

KATHLEEN M. LILLQUIST
1352 Elcon Drive
Melbourne, Florida 32904

ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1591 Robert J. Conlan Blvd., Suite 100, FL 32905,

and the mailing address of the corporation is 1591 Robert J. Conlan Blvd., Suite 100, Palm Bay, Florida 32905.

ARTICLE IX. INCORPORATOR

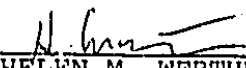
The name and address of the person signing these articles are:

HELEN M. WERTHEIMER
991 Sunswapt Rd. NE
Palm Bay, Florida 32905

ARTICLE X. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

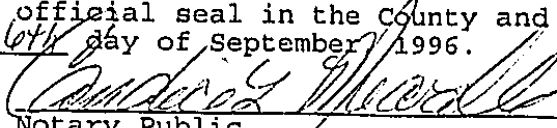
IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 6th day of September, 1996.


HELEN M. WERTHEIMER

STATE OF FLORIDA
COUNTY OF BREVARD

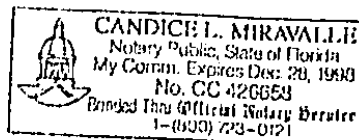
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared HELEN M. WERTHEIMER to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of September 1996.


Notary Public

FL/DR

#W635-393-59-784-0




DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That FIRST LIGHT SPORTS FISHING CHARTERS, INC., desiring to organize under the laws of the State of Florida, with its principal office at 1591 Robert J. Conlan Blvd., Suite 100, Palm Bay, Brevard County, Florida 32905, has named HELEN M. WERTHEIMER, located at 1591 Robert J. Conlan Blvd., Suite 100, Palm Bay, Brevard County, Florida 32905, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


HELEN M. WERTHEIMER
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP -9 AM 9:14

FILED

P96000075208

October 7 , 1996

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Amendment to Articles of Incorporation of
First Light Sports Fishing Charters, Inc.
Document #P96000075208

Dear Sir:

Enclosed please find the following:

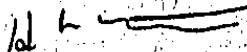
1. The original and one copy of the Articles of Amendment to Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.

2. My check in the amount of \$87.50 to cover the filing fee.

Kindly acknowledge filing of these Articles of Amendment to Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of Amendment to the undersigned at Express Legal Services, Inc., 1103 W. Hibiscus Blvd #302, W. Melbourne, FL 32904.

Thank you for your assistance in this matter.

Sincerely,



NC
KRB
10-14

FILED
OCT 10 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****87.50 *****87.50

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FIRST LIGHT SPORTS FISHING CHARTERS, INC.

FILED
96 OCT 10 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed September 6, 1996, Document Number P96000075208.

FIRST: The name of the corporation is:

FIRST LIGHT SPORTS FISHING CHARTERS, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation:

Change of Name:

From: FIRST LIGHT SPORTS FISHING CHARTERS, INC.

To: FIRST LIGHT SPORTFISHING CHARTERS, INC.

THIRD: The amendment was adopted by the Board of Directors on the 1st day of October, 1996.

FOURTH: The amendment was approved by a majority vote of the shareholders of the corporation on the 1st day of October, 1996. The number of votes cast for the amendment was sufficient for approval.

DATED: October 7, 1996.

FIRST LIGHT SPORTS FISHING CHARTERS, INC.

By [Signature]
President

Attest:

[Signature]
Secretary

(Seal)

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Michael J. Wertheimer and Helen M. Wertheimer, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Amendment to Articles of Incorporation, and who acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 7th day of October, 1996.

[Signature]
Notary Public



LINDA R. JONES
My Commission 00864740
Expires Aug. 17, 2000