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1201 HAYS STREET
TALLAHASSEE, FL 32307
904-222-9171



96 OCT -2 AM 11:26

PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NOVISION 072100000032
INCORPORATION

REFERENCE : 106312 4377701

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 2, 1996

ORDER TIME : 9:42 AM

ORDER NO. : 106312

CUSTOMER NO: 4377701

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10/02/96--01035--018
***122.50 ***122.50

CUSTOMER: Nathan E. Minear, Esq
MOYE O'BRIEN O'ROURKE HOGAN &
PICKERT
Suite 710
201 East Pine Street
Orlando, FL 32801

FILED
56 OCT -2 PM 14:24
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FULLER-WARREN CHARTER SERVICES
INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

KR
10-2-96

MOYE, O'BRIEN, O'ROURKE, HOGAN & PICKERT

ATTORNEYS AT LAW

NATHAN E. MINEAR*

*MEMBER OF THE FLORIDA BAR
*MEMBER OF THE GEORGIA BAR

SUITE 2020
999 PEACHTREE ST., N.E.
ATLANTA, GEORGIA 30309-3964
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ORLANDO OFFICE
MOYE, O'BRIEN, O'ROURKE, HOGAN & PICKERT
201 E. PINE ST.
SUITE 710
ORLANDO, FLORIDA 32801

CHICAGO OFFICE
O'BRIEN, O'ROURKE & HOGAN
SUITE 830
135 SOUTH LA SALLE STREET
CHICAGO, ILLINOIS 60603

October 1, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **Fuller-Warren Charter Services, Inc.**

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation of Fuller-Warren Charter Services, Inc., a Florida corporation for profit and an executed Acceptance of Service As Registered Agent. Please file the Articles of Incorporation and return to our offices a certified copy with the applicable filing information in the enclosed self-addressed, envelope. We are enclosing a check in the amount of One hundred and twenty-two dollars and fifty cents (\$122.50) to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent Designation	<u>\$ 35.00</u>
Total	\$122.50

Thank you for your prompt attention toward this matter.

Very truly yours,


NATHAN E. MINEAR

NEM/rao
Enclosures

ARTICLES OF INCORPORATION
OF
FULLER-WARREN CHARTER SERVICES, INC.

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the state of Florida.

ARTICLE I - NAME

The name of this corporation shall be: Fuller-Warren Charter Services, Inc.

The mailing address of this corporation shall be: 201 East Pine Street
Suite 710
Orlando, Florida 32801

The street address of this corporation shall be: 201 East Pine Street
Suite 710
Orlando, Florida 32801

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25 OCT -2 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - BUSINESS AND ACTIVITIES

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the state of Florida in connection with the ownership, operation and charter of vessels in the coastwise trade.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

The effective date upon which this corporation shall come into existence shall be the date these Articles are filed with the office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is James E. Moye, and the street address of the initial registered office of this corporation is 201 East Pine Street, Suite 710, Orlando, Florida 32801.

ARTICLE VI - DIRECTORS

A. The initial number of directors of this corporation shall be one (1).

B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Mike Hillyer	201 East Pine Street Suite 710 Orlando, Florida 32801

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator signing these articles is:

NATHAN E. MINEAR
999 Peachtree Street, N.E.
Suite 250
Atlanta, Georgia 30309

ARTICLE VIII - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

ARTICLE IX - AMENDMENT TO ARTICLES

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation this 1
day of October, 1996.


NATHAN E. MINEAR

STATE OF GEORGIA
COUNTY OF FULTON

The foregoing instrument was acknowledged before this 1 day of October, 1996, by Nathan E. Minear,
who is personally known to me.



NOTARY PUBLIC

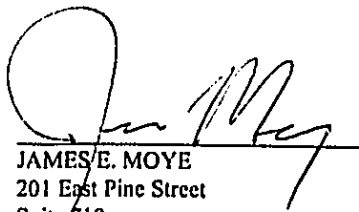
My Commission Expires:

Notary Public, Fulton County, Georgia
My Commission Expires Feb. 2, 1998

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, James E. Moye, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes.

Dated this 1 day of September, 1996.


JAMES E. MOYE
201 East Pine Street
Suite 710
Orlando, Florida 32801

FILED
96 OCT -2 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA