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October 3, 1996

Secretary of State
The Capitol
Mail Station 4
Tallahassee, FL 32399-0250

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-10/04/96--01005--002
*****70.00 *****70.00

Attention: Division of Corporations

Re: FEARLESS B CHARTERS, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Fearless B Charters, Inc. Please have the same incorporated and inform us of its status.

Your fee of \$70.00 for this service is enclosed herewith.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

David A. Jaynes

DAJ/acg
Enclosure
cc: Edward Becker, MD

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**ARTICLES OF INCORPORATION
OF
FEARLESS B CHARTERS, INC.**

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 FEARLESS B CHARTERS, INC.

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue at any one time is 10,000 shares of common stock with .01 cent par value.

ARTICLE IV: ADDRESS

The street address of the initial registered office of the Corporation shall be 13005 Southern Blvd., Loxahatchee, FL 33470.

ARTICLE V: REGISTERED AGENT

The name of the initial Registered Agent for the corporation is David A. Jaynes at 222 Piccadilly Street, Suite 100, West Palm Beach, Florida 33407.

ARTICLE VI: TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII: LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII: SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are

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interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE IX: INCORPORATOR

The name and address of the Incorporator is:

David A. Jaynes
222 Piccadilly Street, Suite 100
West Palm Beach, FL 33407

ARTICLE X: OFFICERS

The officers shall be:

President	Edward Becker
Treasurer	Maria Becker
Secretary	Maria Becker

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 3 day of ~~September~~, 1996.

October

Incorporator:

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was executed and acknowledged before me this 3 day of ~~September~~, 1996, by David A. Jaynes. *October*

(SEAL)

Notary Public
State of *Florida*

My Commission Expires:
JOSEPH M. DOHERTY
My Commission 0080678
Expires Feb. 08, 2000



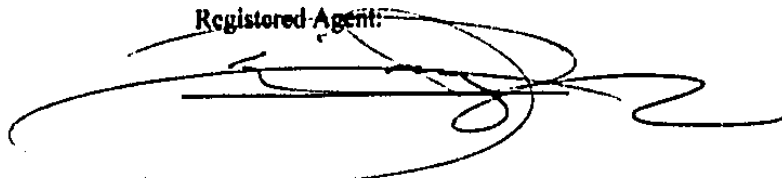
DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. Fearless B Charters, Inc., a corporation organizing under the laws of the State of Florida, with its principal office located at 13005 Southern Blvd., Loxahatchee, Florida 33470, has named David A. Jaynes, whose address is 222 Piccadilly Street, Suite 100, West Palm Beach, Florida 33407, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared David A. Jaynes, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 3 day of September, 1996.

(SEAL)

Notary Public

State of Florida

My Commission Expires:



JOANNE M. DONERTY
My Commission 00880878
Expires Feb. 08, 2000

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