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October 4, 1996

Department of State
Division of Corporations
The Capitol
Tallahassee, FL 32304

FILED
96 OCT 23 PM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: H & T Yacht and Charter Leasing, Inc.

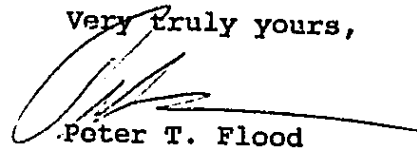
Dear Sir/Madam:

Enclosed herewith please find for filing ARTICLES OF INCORPORATION of the above corporation, together with check in the amount of \$122.50 representing the filing fee.

Kindly file same in the usual manner and return a certified copy of same to the undersigned.

Thank you for your courtesy and cooperation.

Very truly yours,



Peter T. Flood

PTF:mlf
Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
H & T YACHT and CHARTER LEASING, INC.

ARTICLE I. CORPORATE NAME.

The name of the corporation is: H & T YACHT AND CHARTER LEASING, INC..

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock with no par value.

The share authorization shall consist of one class of stock only, that being common stock.

The preferences, limitations and relative rights, qualifications or restrictions of this stock shall be as follows:

(a) Each share of common stock shall be entitled to one (1) vote.

(b) Such stock shall be deemed "Section 1244 stock" within the meaning of the Internal Revenue Code of 1954.

The common stock shall be issued when the Board of Directors so determine.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence, and the date and time of its corporate existence shall commence upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

This Registered Agent and the street address of the Corporation in the State of Florida shall be: Ivan Tessier, 376 South Yonge Street, Ormond Beach, Florida 32174.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTORS

The name of the initial directors of this Corporation and their street addresses are:

Ivan Tessier, South Yonge Street, Ormond Beach, Florida 32174.

Charles M. Hall, South Yonge Street, Ormond Beach, Florida 32174.

ARTICLE VIII. INCORPORATORS

The names and street addresses of the persons signing these Articles of Incorporation as the Incorporators is:

Ivan Tessier, South Yonge Street, Ormond Beach, Florida 32174

Charles M. Hall, South Yonge Street, Ormond Beach, Florida 32174.

ARTICLE IX.

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 stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X.


This Corporation shall be a "Sub-Chapter S" Corporation for Federal Income Tax purposes.

ARTICLE XI.

These Articles of Incorporation are executed by Ivan Tessier, its Incorporators, in compliance with sec. 607.164 of the Florida statutes.

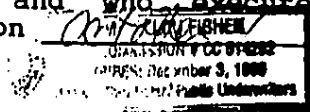
The undersigned, as incorporators, has executed the foregoing Articles of Incorporation on the 4th day of October, 1996.

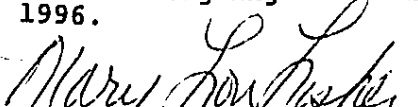

IVAN TESSIER, Incorporator


CHARLES M. HALL, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a Notary Public, personally appeared Ivan Tessier and Charles M. Hall to me known to be the persons described as incorporators and who executed the foregoing Articles of Incorporation on October 4th, 1996.




Notary Public

Having been named to accept service of process for the above stated corporation, as the registered agent, at the Corporation's principal office address which is South Yonge Street, Ormond Beach, Florida 32174, hereby agree to act in this capacity, and I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

H & T YACHT AND CHARTER LEASING, INC.

BY: 
Charles M. Hall, President

This instrument prepared by:
Peter T. Flood
201 South Airport Road
Naples, FL 34104
(941) 263-2177

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