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CATALFOMO & FANELLO
117 Whitehead Street, Key West, Florida
(305) 293-8587

OCT 21 1996

FILED
96 OCT 24 AM 10:17
TALLAHASSEE, FLORIDA

City/State/Zip

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 500001985235--4
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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF INCORPORATION
FOR
CARIBBEAN CHARTERS, INC.

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TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be
CARIBBEAN CHARTERS, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things mentioned herein as fully and to the same extent as a natural person might or could, viz:

1. To engage in every aspect and phase of business under the laws of the United States of America.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking safe deposit, trust, insurance, surety, express, rail-road, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To engage in any commercial or industrial enterprises calculated or designed to be profitable to this corporation and in conformity with the laws of the United States and of the State of Florida; to generally engage in, do, and perform, any enterprise, act, or vocation that a natural person might or could do or perform; to engage in the production, manufacture, sale, purchase, importing and exporting of merchandise and personal property of all manner and description; to set as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and description for the account of the corporation or as a factor, agent, procurer, or otherwise for or on behalf of another, to own and authorize distributorships to further these ends.
4. To do all and everything necessary, suitable, and proper; for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

5. To acquire, and pay for, in cash, stocks, or bonds of the corporation, or otherwise, the good will, rights assets and property, and to undertake or assume the whole or any part of the liabilities, of any person, firm association, or corporation.

6. To borrow and lend money, and to negotiate loans and issue bonds, debentures, notes, and evidences of indebtedness; and to secure the payment or performance of its obligations, by mortgage, deed or trust, pledge or otherwise.

7. To purchase, hold, sell, and transfer the shares of its own capital stock so far as may be permitted by the laws of the State of Florida.

8. To have one or more offices within or without the State of Florida; to carry on all or any of its operations and businesses without restrictions or limit as to amount; to buy, hold, mortgage, sell or convey such property as the purposes of the corporation shall require, where no special provision is made therefore by law or otherwise.

9. In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the State of Florida upon corporations formed under the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict, in any manner, the powers of the corporation.

ARTICLE III

The amount of capital stock authorized shall be presented by ONE HUNDRED(100) shares of common stock of no par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business is ONE HUNDRED DOLLARS (\$100.00).

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of this corporation is to be located at 5950 PENINSULA AVENUE, KEY WEST, FLORIDA 33040 and the name and address of its initial registered agent is ANTHONY CATALFOMO located at 517 WHITEHEAD STREET, KEY WEST, FLORIDA 33040, or in any other such part of the State of Florida as the Board of Directors may determine.

ARTICLE VII

The number of the Board of Directors of this corporation shall be not less than one nor more than nine.

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence, or until their successors are elected or appointed and have qualified, are as follows:

GARY W. MESSICK
714 WHITE STREET
KEY WEST, FL 33040

JANE C. ARNOLD
714 WHITE STREET
KEY WEST, FL 33040

ARTICLE IX

The names and post office addresses of the president, secretary and treasurer of the corporation, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are as follows:

GARY W. MESSICK
714 WHITE STREET
KEY WEST, FL 33040

PRESIDENT

JANE C. ARNOLD
714 WHITE STREET
KEY WEST, FL 33040

VICE PRESIDENT
SEC/TREASURER

ARTICLE X

The names and post office addresses of the subscribers to this Certificate of Incorporation and the number of shares of stock of this corporation which they agree to take are as follows:

GARY W. MESSICK
714 WHITE STREET
KEY WEST, FL 33040

50

JANE C. ARNOLD
714 WHITE STREET
KEY WEST, FL 33040

50

ARTICLE XI

No holder of common stock in the corporation shall sell his or her common stock to any person without first offering it to the corporation or to each other individual stockholder of stock of the corporation, and on equal or better terms.

ARTICLE XII

In the event a stock certificate shall be lost, destroyed, or stolen, the legal and beneficial owner shall submit an affidavit describing the circumstances of such loss, whereupon the Board of Directors shall, when satisfied that such request is valid, issue another stock certificate, plainly marked "DUPLICATE", such proceeding to be by resolution of the Board of Directors and spread upon the minutes of a regular or special meeting of the Board.

In WITNESS WHEREOF the undersigned have made and subscribed the certificate of incorporation at Key West, Monroe County, Florida for the use and purposes aforesaid, this 15th day of OCTOBER, 1996.

Anthony Catalano
WITNESS

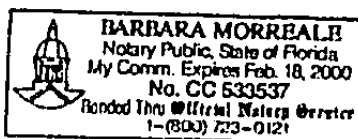
GARY W. MESSICK
GARY W. MESSICK

STATE OF FLORIDA)
COUNTY OF MONROE)
CITY OF KEY WEST)

BE IT REMEMBERED, that on this 15th day OCTOBER A.D. 1996, personally before me, the undersigned, a notary public of the State of Florida, appeared GARY W. MESSICK, the party to the foregoing Articles of Incorporation, to me well known and known to me to be the individual described in, and who executed the foregoing Articles of Incorporation, and severally acknowledge that he did make, subscribe and acknowledge the foregoing Certificate of Incorporation as his voluntary act and deed, and that the facts herein set forth are true and correct.

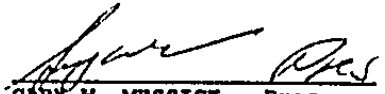
GIVEN UNDER MY HAND AND OFFICIAL SEAL, this 15th day of OCTOBER A.D., 1996, at Key West, Monroe County, Florida.

Barbara Morreale
NOTARY PUBLIC, STATE OF FLORIDA



CERTIFICATE NAMING RESIDENT
AGENT FOR SERVICE OF PROCESS

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That **CARIBBEAN CHARTERS, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 5950 PENINSULA AVENUE, KEY WEST, FLORIDA 33040 has named **ANTHONY CATALFOMO** at 517 WHITEHEAD STREET, KEY WEST, FLORIDA 33040, as its agent to accept service of process within this state.


GARY W. MESSICK, Pres.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


ANTHONY CATALFOMO
Resident Agent

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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