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101 HAVEN STREET  
TALLAHASSEE, FL 32302-2607  
904-222-0393 FAX

**CSC networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 140922 4326591

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Piquito*

ORDER DATE : November 1, 1996

ORDER TIME : 9:49 AM

ORDER NO. : 140922-005

400001993794--1

CUSTOMER NO: 4326591

CUSTOMER: Mr. Billy L. Rowe  
FOWLER WHITE GILLEN BOGGS  
VILLAREAL & BANKER, P.A.  
501 East Kennedy Boulevard  
Suite 1700  
Tampa, FL 33602

DOMESTIC FILING

NAME: SEACOAST YACHT CHARTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED  
96 NOV -1 PM 3:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*KL*  
11-1-96

ARTICLES OF INCORPORATION  
OF  
SEACOAST YACHT CHARTERS, INC.

FILED  
96 NOV -1 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

SEACOAST YACHT CHARTERS, INC.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the business of acquiring boats, through lease or purchase, both sail and power propelled, for chartering with or without crew; acquiring, managing and maintaining marina facilities, through lease or purchase, for docking and/or storage of boats; providing for boat brokerage services and/or for the sale of insurance; and all related activities.

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

#### ARTICLE IV

##### Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having no par value. All of the said shares shall be of one class of common stock. 1,000 shares of said stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The remaining 9,000 shares shall have no voting rights.

(b) All or any part of said capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(c) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V

##### Registered Office and Registered Agent

The street address of the corporation's principal office and initial registered office is 311 Anclote Road, Tarpon Springs, Florida 34689, and the name of the corporation's initial registered agent at such address is BETTY S. NUTT. The corporation may change its registered office or its registered agent, or both, by filing

with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

#### ARTICLE VI

##### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be five (5), and the name and address of each person who is to serve as a member thereof is as follows:

John W. Burney	3048 Pinon Drive Holiday, FL 34691
Betty S. Nutt	3048 Pinon Drive Holiday, FL 34691
John W. Hodoway	7825 Leawood Little Rock, AR 72205
James H. Ogle	332 Old Wire Road Atkins, AR 72823
Gail Ann Picatello	4377 Tahitian Gardens Circle Holiday, FL 34691

#### ARTICLE VII

##### Incorporators

The name and address of the incorporator of this corporation is as follows:

Betty S. Nutt	3048 Pinon Drive Holiday, FL 34691
John W. Burney	3048 Pinon Drive Holiday, FL 34691

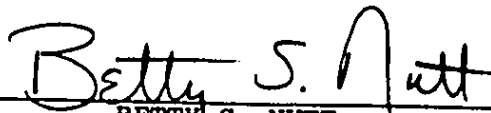
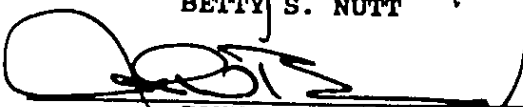
#### ARTICLE VIII

##### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all

rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

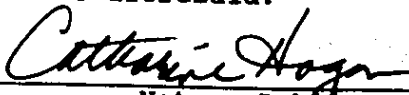
  
BETTY S. NUTT  
  
JOHN W. BURNEY

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

Before me, the undersigned authority, on this 31<sup>ST</sup> day of October, 1996, personally appeared BETTY S. NUTT, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Pinellas County, Florida, said County and State, as of the date aforesaid.

(Notary Seal)

  
Notary Public  
CATHARINE HOGAN

My Commission Expires:

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

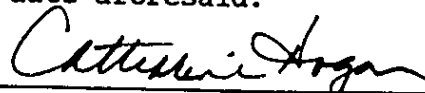


CATHARINE HOGAN  
My Commission CC381421  
Expires Feb. 23, 1998  
Bonded by ANB  
800-862-5878

Before me, the undersigned authority, on this 31<sup>ST</sup> day of October, 1996, personally appeared JOHN W. BURNEY, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Pinellas County, Florida, said County and State, as of the date aforesaid.

(Notary Seal)

  
Notary Public  
CATHARINE HOGAN

My Commission Expires:



CATHARINE HOGAN  
My Commission CC151421  
Expires Feb. 23, 1998  
Bonded by ANB  
800-862-5878

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

That SEACOAST YACHT CHARTERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Tarpon Springs, State of Florida, with a street address of 311 Anclote Road, Tarpon Springs, Florida 34689 has named BETTY S. NUTT, as its Agent to accept service of process within the State of Florida.

DATED: October 31, 1996.


  
JOHN W. BURNEY, President

FILED  
96 NOV - PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A C C E P T A N C E

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED: October 31, 1996.

  
BETTY S. NUTT  
Registered Agent