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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 163290 4327828

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 21, 1996

ORDER TIME : 11:11 AM

ORDER NO. : 163290-005

CUSTOMER NO: 4327828

CUSTOMER: Kurt E. Bosshardt, Esq
ALLEY MAASS ROGERS & LINDSAY,
P.A.
321 Royal Poinciana Pl., South

Palm Beach, FL 33480-0431

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-11/21/96--01082--003
****122.50 ****122.50

DOMESTIC FILING

NAME: FORTUNE YACHT CHARTERS, INC.

EFFECTIVE DATE:

EFFECTIVE DATE
11-20-96

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: Clint Fuhrman

EXAMINER'S INITIALS:

DMC 11/21/96

RECEIVED
FILED
96 NOV 21 PM 1:28
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FORTUNE YACHT CHARTERS, INC.

FILED
95 NOV 21 PM 2:12
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Fortune Yacht Charters, Inc.

EFFECTIVE DATE

Article II - Duration

11-20-96

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is 11320 SW 136th Avenue, Miami, FL 33186.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Alley, Maass, Rogers

& Lindsay, P.A., 1600 SE 17th Street, Suite 404, Fort Lauderdale, FL 33316, and the name of the initial registered agent of this corporation at that address is Kurt E. Bosshardt, Esq.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is Richard T. Fortune, 11320 SW 136th Avenue, Miami, FL 33186.

Article IX - Incorporator

The name and address of the person signing these Articles is Kurt E. Bosshardt.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

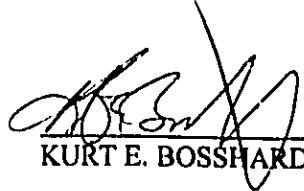
Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

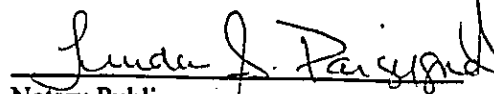
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 20th day of November, 1996.



KURT E. BOSSHARDT

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 20th day of November, 1996,
by Kurt E. Bosshardt.


Notary Public

 LINDA A PARZYGNAT
My Commission CC332483
Expires Nov. 28, 1997
Bonded by HAI
(Print, Typed or Stamped Commissioned Name of Notary Public)

Personally Known / OR Produced Identification
Type of Identification Produced _____

Acceptance of Designation

FILED

The undersigned, Kurt E. Bosshardt, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

NOV 21 2:12 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



KURT E. BOSSHARDT