

P96000097808

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Fort Myers Beach Final
Frontier Charters, Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 96 DEC -4 AM 11:24
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AL DEC - 4 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	12/4		
TIME			CK No. _____
BY			

WALK-IN Will Pick Up 9:30 *[Signature]*

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
Name Reservation	****122.50	****122.50
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

RECEIVED
 96 DEC -4 AM 9:14
 DIVISION OF CORPORATIONS

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
FORT MYERS BEACH FINAL FRONTIER CHARTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation is FORT MYERS BEACH FINAL FRONTIER CHARTERS, INC., and its address is 1342 Colonial Boulevard, Suite 22, Fort Myers, Florida 33907.

ARTICLE II

Purpose

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

ARTICLE III

Capital Stock

This corporation is authorized to issue 1,000 shares of Ten Dollar (\$10.00) par value common stock.

ARTICLE IV

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this

corporation is 1342 Colonial Boulevard, Suite 22, Fort Myers, Florida 33907, and the name of the initial registered agent of this corporation at that address is RONALD S. SIMON.

ARTICLE VI

Initial Board of Directors

This corporation shall have three (3) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than three (3) nor more than seven (7). The name and addresses of the initial director of this corporation who shall hold office, unless otherwise provided in the duly adopted bylaws of this corporation, for the first year of existence of the corporation or until their successors are elected and qualified, are as follows:

NAME	ADDRESS
Robert R. Oden	110 Red Mountain Road Aspen, CO 81611
George F. Rapp	200 Forest Boulevard Indianapolis, IN 46240
Kenneth Pearson	17452 Braddock Road Fort Myers, FL 33912

ARTICLE VII

Initial Officers

The name and post office address of the President, Vice-President, and Secretary/Treasurer who shall hold office for the first year of existence of the corporation, or until their successors are elected pursuant to the corporate by-laws, are as follows:

NAME	ADDRESS	OFFICE
Kenneth Pearson	17452 Braddock Road Fort Myers, FL 33912	President
Ronald S. Simon	1342 Colonial Blvd., Suite 22 Fort Myers, FL 33907	Vice-President and Secretary/ Treasurer

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles as subscriber to the corporation, together with the number of shares he agrees to take, are as follows:

NAME	ADDRESS	NO. OF SHARES
Ronald S. Simon	1342 Colonial Blvd. Suite 22 Fort Myers, FL 33907	100

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Meeting by Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each member.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or

any former officer or director, to the full extent permitted by law.

ARTICLE XII

Compensation

The directors and all other officers of this corporation shall serve without compensation, unless expressly otherwise provided by unanimous vote of the Board of Directors.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision 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 have executed these Articles of Incorporation this 3rd day of December, 1996.


RONALD S. SIMON, Subscriber

STATE OF FLORIDA

COUNTY OF LEE

Execution of the foregoing instrument was acknowledged before me this 3rd day of December, 1996, by RONALD S. SIMON, who is (XX) personally known to me or who has () produced _____ as identification.

Signature of Notary Public Anne Balfour
Type/Print Name of Notary Anne Balfour
Commission Number _____
Commission Exp. Date _____



ANNE BALFOUR
COMMISSION # C576088
EXPIRES AUG 12, 2000
BONDED THROUGH
ATLANTIC BONDING CO. INC

ACKNOWLEDGMENT OF REGISTERED AND RESIDENT AGENT

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

Ronald S. Simon
RONALD S. SIMON, Registered Agent

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