

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

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 \$ _____

RE: Dakota Sea Company

Inc.

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

SUBTOTALS _____

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

FILED
96 DEC 23 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AMP

WALK-IN Will Pick Up 1223 12/24

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, 10% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 23, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: DAKOTA SEA COMPANY, INC.
Ref. Number: W96000026829

Correct

We have received your document for DAKOTA SEA COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 896A00056950

RECEIVED
96 DEC 23 PM 2:47
DIVISION OF CORPORATIONS

FILED
96 DEC 23 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The following shall constitute the Articles of Incorporation organizing a corporation under the laws of the State of Florida.

Article One

The name of the Corporation shall be: Dakota Sea Company, Inc.

Article Two

The duration of this Corporation is perpetual. The corporate existence of this Corporation shall commence on the date these Articles of Incorporation are filed.

Article Three

The general purpose for which this Corporation is initially organized is: To own and operate a restaurant, bar, marina, motel, and or other related services business. To buy, sell, lease, mortgage or otherwise deal in real or personal property.

Article Four

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock, with a par value of \$1.00 per share.

Article Five

The stockholders of this Corporation shall not be accorded any preemptive rights to subscribe for additional shares of the capital stock of this Corporation.

Article Six

The principal/initial registered office of this Corporation shall be located at: 139 Seaside Avenue, Key Largo, Florida, 33037, which is the business office of Lynda J. Kolbenheyer, who, by the execution of these Articles of Incorporation, accepts such appointment as Registered Agent. The principal/initial registered office is the same as the initial/ principal place of business.

Article Seven

The initial Board of Directors shall consist of 1 person whose name and address is: Lynda J. Kolbenheyer, 10 Seaside Avenue, Key Largo, Florida, 33037.

The number of Directors of this Corporation shall be fixed by the By-Laws.

Article Eight

The name and business address of the incorporator of this Corporation is: Lynda J. Kolbenheyer, 139 Seaside Avenue, Key Largo,

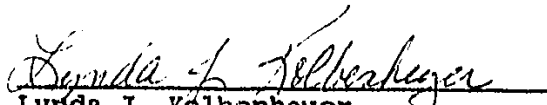
Article Nine

The Corporation shall indemnify any and all of its directors or officers or former directors or officers, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock, or of which it is creditor against the expenses actually and necessarily incurred by them, in connection with the defense of any action, suit or proceedings, in which they or any of them are made parties, or a party by reason of being or having been directors or officers, or a director or officer of the Corporation, or of such other corporation, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceedings, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-Laws, agreements, vote of stockholders, Chapter 607, Florida Statutes, or otherwise.

Article Ten

No contract or other transaction between the Corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract or transaction of the Corporation or in which the Corporation is interested. No contract, act or transaction of the Corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the Corporation is party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation. Each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

The undersigned hereby make, subscribe, acknowledge and file these Articles of Incorporation, this 20th day of December, 1996.


Lynda J. Kolbenheyer
Incorporator