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FILED

97 JAN 13 AM 9:33

SECRET
TALLAHASSEE, FLORIDA

January 11, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-01/13/97--01035--006
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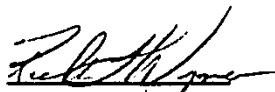
RE: E-Sea Days Charters, Inc.

Enclosed is an original and one copy of the articles of incorporation and a check in the amount of \$131.25 for filing fee, Certified Copy and Certificate.

From: Richard L. Wagner
115 East New Haven Avenue
Melbourne, Florida 32901
(407) 723-7010

Thank you for your consideration in this matter.

Sincerely,


Richard L. Wagner

24
1-17-97

ARTICLES OF INCORPORATION

Of

E-SEA DAYS CHARTERS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, Richard L. Wagner a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is E-SEA DAYS CHARTERS, INC.

ARTICLE TWO

The corporation shall commence existence upon the filing of these Articles of Incorporation and its duration shall be perpetual.

ARTICLE THREE

The general purpose of the corporation shall be to transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The total number of shares of stock which the corporation shall be authorized to issue is one thousand (1000) shares of a par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The initial address of the principal office of the corporation shall be 115 East New Haven Ave., Melbourne, Florida 32901 and its initial registered agent shall be Richard L. Wagner, whose address is 115 East New Haven Avenue, Melbourne Florida 32901.

ARTICLE SIX

The president of the corporation shall be Richard L. Wagner, whose address is 115 East New Haven Avenue, Melbourne, Florida 32901

The Secretary and Treasurer of the corporation shall be Richard L. Wagner, whose address is 115 East New Haven Avenue, Melbourne, Florida 32901

ARTICLE SEVEN

The number of the Directors of the first Board of Directors shall be one. The name of the Directors and address are as follows:

Richard L. Wagner
115 E. New Haven Avenue
Melbourne, Florida 32901

ARTICLE EIGHT

The names and post office address of each subscriber and the number of shares of stock for each subscriber are as follows:


Richard L. Wagner 100 Shares
115 East New Haven
Melbourne, Florida 32901

ARTICLE NINE

The name and address of the Incorporator is Richard L. Wagner, 115 East New Haven Avenue., Melbourne, Florida 32901

IN WITNESS HEREOF, I have executed these Articles of Incorporation this 11 day of January, 1997.



Richard L. Wagner

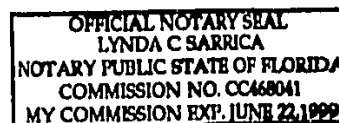

Registered Agent
Richard L. Wagner

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared Richard L. Wagner who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 11 Day of January, 1997.


Notary Public
My Commission Expires:



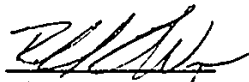
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is E-SEA CHARTERS INC.
2. The name and address of the registered agent and office is:

Richard L. Wagner
115 East New Haven Avenue
Melbourne, Florida 32901

Having been named as registered agent and to accept service of the process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Richard L. Wagner

1/11/97
Date

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