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Jack Wm. Windt, P.A.

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CERTIFIED CIRCUIT COURT
& FAMILY LAW MEDIATOR

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FAX (941) 953-4028

February 12, 1997

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

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-02/14/97--01048--001
****122.50 ****122.50

Re: **Ocean Explorer, Charters & Gifts, Inc.**

Dear Sir/Madam:

Enclosed herein please find an original and one copy of the proposed Articles of Incorporation for the above-named corporation for filing.

If same meets with your approval, please certify the enclosed copy and return in the envelope provided. Our check # 1599 in the amount of \$122.50 is enclosed for the filing fee and certified copy.

Please advise should you require any additional information.

Very truly yours,


Jack Wm. Windt

JWW/dg

cc: Mr. Gauthier with copy of Articles

FEB 19

FILED
97 FEB 14 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

OCEAN EXPLORER, CHARTERS & GIFTS, INC.

FILED

97 FEB 14 AM 11:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

1. The name of the corporation is:

OCEAN EXPLORER, CHARTERS & GIFTS, INC.

2. The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

- (a) To provide a service of charters, diving and gift shop.
 - (b) To engage and render services only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same services as this corporation.
 - (c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment permitted by law.
 - (d) To engage in no other business other than the rendition of the services specified herein.
 - (e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

3. The term of existence of the corporation is perpetual.

4. The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

5. The aggregate number of shares which the corporation has authority to issue is: 1500 shares, all of which shall be common shares with par value of \$1.00.

6. The principal address of the corporation is: 2714 Datura Street, Sarasota, Florida 34239.

7. The street address of the initial registered agent of the corporation is: 2389 Ringling Boulevard, Suite A, Sarasota, Florida 34237 and the name of the initial registered agent at such address is Jack Wm. Windt, Esquire.

8. The Board of Directors of the corporation shall consist of not less than two (2) members.

9. The names and addresses of the first Board of Directors are:

Ronald J. Gauthier, President
2714 Datura Street
Sarasota, Florida 34239

Richard C. Gauthier, Vice President
4003 Winthrop Street
Sarasota, Florida 34232

Maida D. Cruse, Treasurer
516 Bayview Parkway
Nokomis, Florida 34275

Gordon R. Cruse, Secretary
516 Bayview Parkway
Nokomis, Florida 34275

10. The names and addresses of the incorporators are:

Ronald J. Gauthier, President
2714 Datura Street
Sarasota, Florida 34239

Richard C. Gauthier, Vice President
4003 Winthrop Street
Sarasota, Florida 34232

Maida D. Cruse, Treasurer
516 Bayview Parkway
Nokomis, Florida 34275

Gordon R. Cruse, Secretary
516 Bayview Parkway
Nokomis, Florida 34275

11. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

12. No contract or other transaction between the corporation and other corporations 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 any such contract or transaction of the corporation or in which 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 a party or are parties to or are interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and 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 similarly 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.

IN WITNESS WHEREOF, I have subscribed my name this 7th
day of FEBRUARY, 1997.

Ronald J. Gauthier
Ronald J. Gauthier
Subscriber

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 7th day of FEBRUARY
1997, by **Ronald J. Gauthier**.

[Signature]
Notary Public Signature
My Commission Expires: MAR 24 1997

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____

IN WITNESS WHEREOF, I have subscribed my name this 7th
day of FEBRUARY, 1997.

Richard C. Gauthier
Richard C. Gauthier
Subscriber

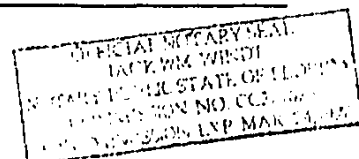
STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 7th day of FEBRUARY
1997, by **Richard C. Gauthier**.

[Signature]
Notary Public Signature
My Commission Expires: MAR 24 1997

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____

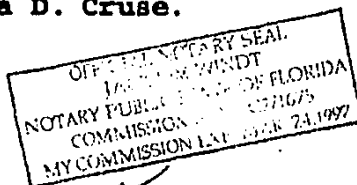


IN WITNESS WHEREOF, I have subscribed my name this 7th
day of FEBRUARY, 1997.

Maida D. Cruse
Maida D. Cruse
Subscriber

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 7th day of FEBRUARY,
1997, by **Maida D. Cruse**.



[Signature]
Notary Public Signature
My Commission Expires:

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____

IN WITNESS WHEREOF, I have subscribed my name this 7th
day of FEBRUARY, 1997.

Gordon R. Cruse
Gordon R. Cruse
Subscriber

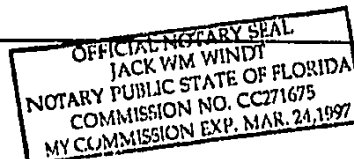
STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 7th day of FEBRUARY,
1997, by **Maida D. Cruse**.

[Signature]
Notary Public Signature
My Commission Expires:

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced _____



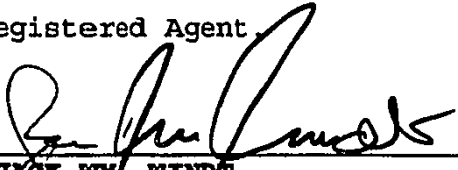
FILED

97 FEB 14 AM 11:00

ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

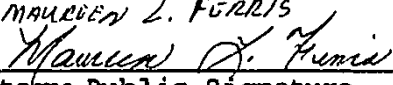
Having been named Registered Agent to accept service of process for the above stated corporation at the registered office designated in the Articles of Incorporation, I hereby accept such designation and agree to serve as Registered Agent.



JACK WM. WINDT
Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12th day of February, 1997 by JACK WM. WINDT.

MAUREEN L. FERRIS


Notary Public Signature
My Commission Expires:

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced _____

