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DENT & COOK, P.A.

P. O. Box 3269 • SARASOTA, FLORIDA 34230

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March 3, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

Re: **SIESTA SEA TOURS, INC.**
Our File 203-4354

Dear Sir or Madam:

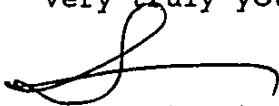
Enclosed please find original and duplicate of the Articles of Incorporation for the above-captioned corporation, together with a check in the amount of \$122.50 to cover the following items:

Filing of Articles of Incorporation	\$ 35.00
Certified copy of Articles	52.50
Registered Agent filing fee	<u>35.00</u>
	\$122.50

I would appreciate your returning to me the certified copy.

Thank you for your attention to this matter.

Very truly yours,


Sandy Mikutis
Secretary to John W. Chapman, Jr.

SM
Enclosures

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STATE
TALLAHASSEE, FLORIDA

3/14/97
HD

ARTICLES OF INCORPORATION

OF

SIESTA SEA TOURS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, has signed and adopted the following Articles of Incorporation and delivered them to the Florida Department of State for filing as provided in F.S. 607.0201.

ARTICLE I - NAME

The name of this corporation shall be: SIESTA SEA TOURS, INC.

ARTICLE II - EFFECTIVE DATE; DURATION

The corporation shall commence existence upon the filing of these Articles of Incorporation with the Secretary of State, and its existence shall continue until such time as the corporation is dissolved as provided by law.

ARTICLE III - CORPORATE PURPOSE AND POWERS

The corporation is formed primarily for the purpose of engaging in any lawful trade or business; and it shall have exercise all lawful powers which an individual would have, including, but not limited to those powers set forth in F.S. 607.0302.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 5616 Beneva Woods Circle, Sarasota, Florida, 34233. The mailing address of this corporation shall be the same.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to have outstanding at any one time one thousand (1,000)

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shares of common stock. Without amendment of these Articles of Incorporation, the corporation shall not be authorized to have outstanding more than one class of capital stock, and the rights accruing to each shareholder on account of each share of stock shall be identical with respect to profits and assets of the corporation. However, nothing herein shall prohibit the issuance of shares having dissimilar voting rights or prevent shareholders from entering shareholder agreements or agreements for the benefit of creditors which may affect the ability of the shareholders to exercise the rights appurtenant to their shares.

ARTICLE VI - DIRECTORS

This corporation shall have at all times not fewer than one director. The number of directors may be increased or decreased from time to time as provided in the bylaws. In the event that the bylaws shall provide for more than one director, the majority of directors remaining shall have the authority to fill any vacancies on the board until the next annual meeting of the shareholders. In the event a vacancy occurs leaving the corporation without any director, the affairs of the corporation shall be conducted by the highest ranking officer until the vacancies in the board of directors can be filled by election by the shareholders. The initial director of this corporation are:

Michael Zammiello
5616 Beneva Woods Circle,
Sarasota, Florida, 34233.

ARTICLE VII - ADOPTION OF BYLAWS

The incorporator shall have power pursuant to F.S. 607.0206 to adopt the initial bylaws of the corporation. Once adopted, the bylaws shall be amended as provided therein.

ARTICLE VIII- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are: Michael Zammiello

5616 Beneva Woods Circle, Sarasota, Florida, 34233.

ARTICLE IX - INCORPORATOR

The name and mailing address of the incorporator of these Articles of Incorporation are:

Michael Zammiello, 5616 Beneva Woods Circle, Sarasota, Florida, 34233.

The undersigned has executed these Articles of Incorporation this 27th day of February,
1997.

A handwritten signature in black ink, appearing to read 'Michael Zammiello', is written over a horizontal line.

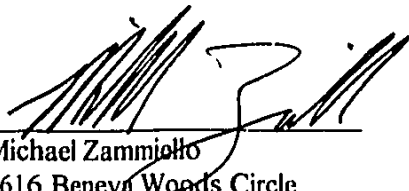
Michael Zammiello

ACCEPTANCE BY REGISTERED AGENT

SIESTA SEA TOURS, INC.

Having been named as Registered Agent in Article VIII of the Articles of Incorporation, 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.

SIGNATURE


Michael Zammallo
5616 Beneva Woods Circle,
Sarasota, Florida, 34233

DATE 2-27-97

FILED
MAR 10 1997
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE SEVENTH JUDICIAL CIRCUIT
SARASOTA, FLORIDA