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T.D. ELLIS, JR. (1962)  
SHERWOOD SPENCER (1996)

ROBERT B. BUTLER  
W. TINSLEY ELLIS  
WILLIAM S. SPENCER  
MARK F. BUTLER  
ROBERT PAUL KEELEY

JONATHAN E. BRODY  
CHAPMAN L. SMITH, JR.  
CHARLES S. KYRIAZOS\*  
JOHN C. PRIMEAU

\*ALSO ADMITTED IN NEW YORK

April 2, 1997

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

Re: OCEAN YACHT CHARTERS CORP.  
a new Florida corporation

300002134263--6

-04/04/97-01108-015

\*\*\*\*183.75 \*\*\*\*183.75

Ladies and Gentlemen:

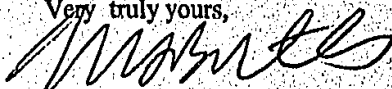
I am enclosing to you herewith Articles of Incorporation in triplicate and request that you file the original thereof, certify both copies and issue your certificate under seal as to the status of this new corporation, returning said certified copies and certificate to us in the enclosed pre-addressed and stamped envelope.

Also enclosed is my firm's trust account check in the amount of \$183.75 for the following:

|    |                                                      |          |
|----|------------------------------------------------------|----------|
| 1. | Filing Fee                                           | \$ 35.00 |
| 2. | Registered Agent's Fee                               | 35.00    |
| 3. | Two Certified Copies                                 | 105.00   |
| 4. | One Certificate Under<br>Seal as to Corporate Status | 8.75     |

TOTAL \$ 183.75

Very truly yours,



Mark F. Butler

MFB:cw

Enclosure

cc: Nancy R. Cloud

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -4 AM 9:51

8/4/97

**ARTICLES OF INCORPORATION**

**OF**

**OCEAN YACHT CHARTERS CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 APR -1 AM 9:51

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**Article I: Name**

The name of the corporation shall be OCEAN YACHT CHARTERS CORP.

**Article II: Principal Office**

The principal place of business and mailing address of this corporation shall be 3512 N. Ocean Drive, Hollywood, Florida 33019.

**Article III: Nature of Business**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**Article IV: Shares**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

**Article V: Initial Registered Agent and Street Address**

The name and address of the initial registered agent is:

Mark F. Butler  
4601 Sheridan Street, Suite 505  
Hollywood, Florida 33021

**Article VI: Term of Existence**

This corporation is to exist perpetually.

**Article VII: Officers**

The name and street address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Nancy R. Cloud  
President/Secretary

21 Albert Meadow  
Bar Harbour, ME 04609

Michael P. Miles  
V. President/Treasurer

21 Albert Meadow  
Bar Harbour, ME 04609

**Article VIII: Incorporator**

The name and street address of the incorporator to these Articles of Incorporation:

Nancy R. Cloud  
21 Albert Meadow  
Bar Harbour, ME 04609

The undersigned incorporator has executed these Articles of Incorporation this 1st  
day of April, 1997.

x Nancy R. Cloud  
NANCY R. CLOUD

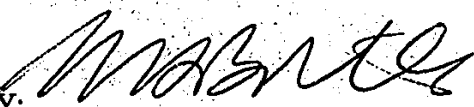
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 APR -4 AM 9:52

**Acceptance of Appointment of Registered Agent**

Having been named as registered agent and to accept service of process for OCEAN YACHT CHARTERS CORP. 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 (F.S. 607.0505) 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.

Dated this 1<sup>st</sup> day of APRIL, 1997.

BY: 

MARK F. BUTLER