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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: PARADISE ISLAND CHARTERS, INC.
AUDIT NUMBER.....H97000007275
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 4
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97 MAY -2 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A)

H97000007275

**ARTICLES OF INCORPORATION
OF
PARADISE ISLAND CHARTERS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent in contract, hereby forms a corporation under the laws of the State of Florida.

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

PARADISE ISLAND CHARTERS, INC.

The principal place of business of this corporation shall be 1005 17th Terrace, Key West, Florida 33040.

ARTICLE II. 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 III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock have \$1.00 per value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 507 Whitehead Street, Key West, Florida 33040 and the name of the initial registered agent of the corporation at that address is Michelle I. Cates.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

This instrument was
prepared by:
Michelle I. Cates, Esq.
Attorney at Law
505 Whitehead Street
Key West, Florida 33040
(305)296-7760
Florida Bar #0985126

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ARTICLE VI OFFICERS AND DIRECTORS

This corporation shall have one officer and director initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation or until a successor is elected or appointed is:

Michelle I. Cates President/Secretary

ARTICLE VII INCORPORATOR

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

Michelle I. Cates
507 Whitehead Street
Key West, Florida 33040

ARTICLE VIII INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 2nd day of May, 1997.

By Michelle I. Cates
Michelle I. Cates

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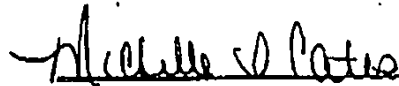
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

Pursuant to Chapter 48, Florida statutes, the following is submitted in compliance with said statute:

That PARADISE ISLAND CHARTERS, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Key West, Monroe County, Florida, has named Michelle I. Cates, located at 507 Whitehead Street, Key West, Monroe County, State of Florida, 33040, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Michelle I. Cates
Registered Agent

This instrument was
prepared by:
Michelle I. Cates, Esq.
Attorney at Law
505 Whitehead Street
Key West, Florida 33040
(305)296-7760
Florida Bar #0985120

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TALLAHASSEE, FLORIDA

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