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KIRK PINKERTON

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FLORIDA DIVISION OF CORPORATIONS

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071670002600

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NAME: SOUTHERN CROSS SAIL CHARTERS, INC.

AUDIT NUMBER.....H97000007429

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

SOUTHERN CROSS SAIL CHARTERS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

SOUTHERN CROSS SAIL CHARTERS, INC.

Article 2. Mailing Address. The mailing address of the Corporation is:

1013 River Oaks Court
Venice, Florida 34293

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Prepared by: Daniel A. Bechtold, Esq.
Kirk Pinkerton, P.A.
720 South Orange Avenue
Sarasota, Florida 34236
(941) 364-2481
Atty Bar #0678880

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Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have \$0.10 par value.

Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1013 River Oaks Court, Venice, Florida 34293, and the name of its initial Registered Agent at that address is Christian F. Thomassen.

Article 7. Incorporator. The name and address of the Incorporator is as follows:

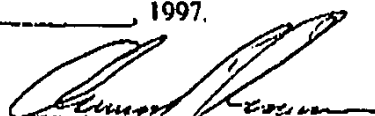
Christian F. Thomassen	1013 River Oaks Court Venice, Florida 34293
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Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 2nd day of May, 1997.

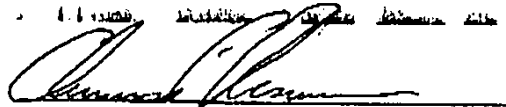

CHRISTIAN F. THOMASSEN
Incorporator

FAX AUDIT # H97-7429

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SOUTHERN CROSS SAIL CHARTERS, INC. which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 2nd day of May, 1997.



CHRISTIAN F. THOMASSEN
Registered Agent

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