

Costin and Costin

ATTORNEYS AT LAW
413 WILLIAMS AVENUE
PORT ST. JOE, FLORIDA 32456
TELEPHONE (904) 227-1159
FAX (904) 229-6957

Charles A. Costin

Cecil G. Costin, Jr.
(1923 - 1990)

FILED

97 MAY -2 AM 11:53

SEC. OF STATE
TALLAHASSEE, FLORIDA
Mailing Address
Post Office Box 98
Port St Joe, FL 32457-0098

P97000004020
April 23 1997

Florida Department of State
Corporate Division
Post Office Box 6327
Tallahassee, FL 32314

700002153497--2
-04/24/97--01049--010
****122.50 ****122.50

Re: J & B CHARTERS, INC.

Dear Sir or Madam:

EFFECTIVE DATE
4-23-97

Enclosed is an original and one copy of the Articles of Incorporation for the above referred corporation. Please file the original, certify the copy and return the certified copy to me at your earliest convenience.

I have enclosed a check in the amount of \$122.50 to cover the following:

\$ 35.00 - filing fee
52.50 - certified copy
35.00 - registered agent designation
\$122.50

Sincerely,

Sandie R. Kennedy

Sandie R. Kennedy
Legal Secretary/Assistant

Enclosures

(2)
5/6/97

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April 30, 1997

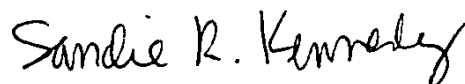
Florida Department of State
Division of Corporations
Attention: Dana Calloway
Post Office Box 6327
Tallahassee, FL 32314

Re: Reference #W97000009640

Dear Ms. Calloway:

Enclosed is the original and one copy of the Articles of Incorporation for J & B WHITEWHALE CHARTERS, INC. per the attached letter. Please file the original and return the certified copy to me at your earliest convenience.

Sincerely,



Sandie R. Kennedy
Legal Secretary/Assistant

\srk
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 25, 1997

SANDIE R. KENNEDY, LEGAL SECRETARY
413 WILLIAMS AVENUE
PORT ST. JOE, FL 32456

SUBJECT: J & B CHARTERS, INC.
Ref. Number: W97000009640

Whitehall

We have received your document for J & B CHARTERS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 597A00021485

ARTICLES OF INCORPORATION
OF
J & B WHITEWHALE CHARTERS, INC.

FILED
97 MAY -2 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit, under Chapter 607, Florida Statutes, and do hereby certify that it has become such corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I
Name

EFFECTIVE DATE
4-23-97

The name of the corporation is "J & B WHITEWHALE CHARTERS, INC."

ARTICLE II
Duration

The corporation shall have perpetual existence, commencing on April 23, 1997.

ARTICLE III
General Purpose Clause

The general nature of the business or businesses to be transacted by the corporation is that of operating a scuba diving and snorkeling service and to receive any contracts or assignments of contracts therefore or related thereto or connected therewith and to deal in and deal with any materials, equipment, devices or wares or anything incidental to or required for or useful in connection with the above that can be advantageously carried on in conjunction with and incidental to any of the matter aforesaid. This corporation shall also have the power to transact any lawful business for which corporations may be incorporated to do under

Chapter 607, Florida Statutes and amendments or supplements thereto, and any other Florida Statutes relating to corporations for profit.

ARTICLE IV
Capital Stock

The corporation is authorized to issue one hundred (100) shares of One Cent (\$0.01) par value common stock which shall be designated as common shares.

ARTICLE V
Initial Registered Office and Agent

The address of the initial registered office of this corporation is 301 Monument Avenue, Port St. Joe, Florida 32456. The name of the initial registered agent of this corporation at that address will be Janna N. Bush. The principal office address of this corporation is P. O. Box 945, Port St. Joe, Florida 32457.

ARTICLE VI
Initial Board of Directors and Officers

The company shall have two (2) directors initially. The executive positions (officers) of the directors are set forth hereinbelow and the respective offices held. The number of directors may be either increased or diminished from time to time as provided by the by-laws adopted by the stockholder. The names and addresses of the initial directors and officers are:

WILLIAM D. KORAN, President
Post Office Box 945
Port St. Joe, Florida 32457

JANNA N. BUSH, Vice-President/Secretary/Treasurer
Post Office Box 945
Port St. Joe, Florida 32457

ARTICLE VII
Incorporators

The names and addresses of the incorporators signing these articles are:

Janna N. Bush
Post Office Box 945
Port St. Joe, Florida 32457

William D. Koran
Post Office Box 945
Port St. Joe, Florida 32457

ARTICLE VIII
By-Laws

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and shareholders.

ARTICLE IX
Initial Shareholders

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his or her name:

Janna N. Bush	50 shares common stock
William D. Koran	50 shares common stock

ARTICLE X
Powers

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, but it may not mortgage or pledge any or all of its property or assets without shareholder approval.

ARTICLE XI
Amendment

This corporation reserves the right to amend or repeal any

provision contained in these articles of incorporation or any amendment hereto by a majority vote of the board of directors and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 30th day of April, 1997.

J & B WHITEWHALE CHARTERS, INC.

By: Janna N Bush
JANNA N. BUSH, Incorporator

By: William D Koran
WILLIAM D. KORAN, Incorporator

State of Florida
County of Gulf

BE IT REMEMBERED that on this 30th day of April, 1997, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared JANNA N. BUSH and WILLIAM D. KORAN, who are personally known to me, the incorporators signing the articles in the above corporation and they acknowledged before me that the proposed Articles of Incorporation is the free act and deed of the incorporators and that the facts therein set are truly set forth and that they desire to associate themselves pursuant to the foregoing Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Port St. Joe, Florida, in the State and County aforesaid on the day and year first above written.

Sandra R. Kennedy
Notary Public

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First, that J & B WHITEWHALE 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 Port St. Joe, Gulf County, Florida, has named JANNA N. BUSH, 301 Monument Avenue, Port St. Joe, Florida 32456, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



JANNA N. BUSH
Registered Agent
301 Monument Avenue
Port St. Joe, Florida 32456

FILED
97 MAY -2 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA