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NAME: ARGOSY CHARTERS, INC.

AUDIT NUMBER.....H97000008290

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

CERT. OF STATUS..0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 20 1997

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**ARTICLES OF INCORPORATION
OF
ARGOSY CHARTERS, INC.**

FILED
97 MAY 20 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby form a corporation under the Florida General Corporation Act, as amended.

ARTICLE I - NAME OF THE CORPORATION

The name of the corporation shall be Argosy Charters, Inc.

ARTICLE II - ADDRESS OF THE CORPORATION

The principal mailing office of the corporation shall be 2505 South Military Trail, Suite 316, Palm Beach, Florida 33480.

ARTICLE III - PURPOSE OF THE CORPORATION

This corporation shall be authorized to engage in all lawful business purposes for which corporations may be incorporated under the Florida General Corporation Act, as amended.

ARTICLE IV - SHARES

The corporation shall be authorized to issue ten thousand (10,000) shares of common voting stock each of which with a par value of one and no/100 dollars (US \$1.00).

ARTICLE V - REGISTERED AGENT AND OFFICE

The initial registered agent and registered office of the corporation shall be: John T. Paxman, John T. Paxman, P.A., 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401.

Prepared by:
John T. Paxman
1601 Forum Place, Suite 801
W. Palm Beach, FL 33401
(561)712-8700
FBN 867039

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H97000008290 ARTICLE VI - INCORPORATORS

The incorporators of this corporation and their addresses are as follows: John T. Paxman, 1601 Forum Place, Suite 801, West Palm Beach, Florida 33401

ARTICLE VII - DIRECTORS

The initial board of directors shall consist of the following individuals: Andrew H. Luria, 2505 South Ocean Boulevard, Suite 316, Palm Beach, Florida 33480.

ARTICLE VIII - DATE OF EXISTENCE

The date when the corporate existence for this corporation shall begin shall be the date of the filing of these articles of incorporation.

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the Shareholders. Bylaws shall be adopted, amended or repealed as provided therein.

This 20th day of May 1997.

BY: 
John T. Paxman
Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §§ 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

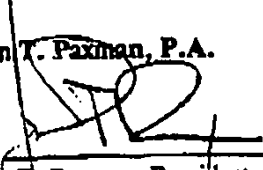
1. The name of the corporation is: **Argosy Charters, Inc.**
2. the name and address of the registered agent and office is:

John T. Paxman
John T. Paxman, P.A.
1601 Forum Place, Suite 801
West Palm Beach, Florida 33401

Having been named as registered agent and to accept service of process for the above stated corporation 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 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.

This 20th day of May 1997.

John T. Paxman, P.A.

By: 
John T. Paxman, President

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