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5/29/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: BLUE TAIL CHARTERS, INC.

AUDIT NUMBER.....H97000008813

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

CERT. OF STATUS..0

PAGES..... 5

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CERTIFICATE OF INCORPORATION

OF

We, the undersigned, hereby make, subscribe, acknowledge and file this certificate for the purpose of becoming a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: Blue Tail Charters, Inc.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of One Thousand shares of Common Stock, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock of record of the corporation.

ARTICLE IV

The amount of capital with which this Corporation will begin business will be not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

This corporation shall have perpetual existence.

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PREPARED BY:
MCS INDUSTRIES, INC.

54 NW 11th Street
Miami, FL 33136
305-358-2571

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ARTICLE VI

The Post Office address of the principal office and registered office of this Corporation, until otherwise determined by the stock-holders or the Board of Directors, shall be 13712 S.W. 147 th Circle Lane, Unit 3, Miami, Florida 33175

ARTICLE VII

The number of Directors of this corporation shall be Two (2), but the By-Laws may provide for the increase or decrease in the number thereof, provided that the number never be less than two.

ARTICLE VIII

The names and Post Office addresses of the members of the first Board of Directors are as follows:

Michael Gray Haines

Marcia Anne Haines'

both residing at 13712 S.W.147th Circle Lane, Miami, Florida 33175

ARTICLE IX

The corporation has named the following as its initial registered agent:

Gary A. Licko and the street address of the registered agent is 8817 S.W. 131 Street
Miami, Florida 33176.

I am familiar with and hereby accept the duties and responsibilities as registered agent

for said corporation

Gary A. Licko
Date

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ARTICLE X

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and directors, are hereby adopted as part of this Certificate of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what time and places, and under what conditions and regulations, the accounts and books of the corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors, or by resolution of the stockholders.

2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof to any other persons, trusts, firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities, and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

4. No contract of other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director of

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officer or are directors or officers of such other corporation, and any director or Directors, individually or jointly, may be party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or person's firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a Director of such subsidiary or controlled company.

5. These Articles of Incorporation may be amended in the manner provided by law, and if any amendment shall be approved by the Board of Directors and proposed by them to the stockholders, it shall be approved by a majority of the stockholders entitled to vote thereon.

6. The regulation of the business and the conduct of the affairs of this corporation, including the right of cumulative voting, shall be governed by the provisions of the By-Laws adopted by the stock-holders of this corporation entitled to vote not inconsistent with this Certificate of Incorporation or with any stockholders' agreement authorized herein and by the Laws of the State of Florida.

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ARTICLE XI

The name and Post Office address of the Incorporator of this Certificate of
Incorporation is

Michael Gray Haines, 13712 S.W. 147th Street, Miami, Florida 33175

In Witness whereof I have subscribed by name Michael Cottam

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