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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Catherine Averill
8821 N.W. 5 Street
Pembroke Pines, FL 33024

June 6, 1997

Division of Corporations
Department of State
P. O. 6327
Tallahassee, FL 32314

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-06/09/97--01062--007
*****70.00 *****70.00

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for Caribsea
Charters, Inc. along with a check in the amount of \$70.00 for
filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this
to me with the filing date stamped on it.

Thank you,

Catherine Averill

Catherine Averill

RP
6-10-97

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ARTICLES OF INCORPORATION
OF
Caribsea Charters, Inc.

I, Kenneth Spaulding being of legal age, do hereby sign these presents for the purpose of becoming a corporation under the laws of the state of Florida authorizing the information of corporations.

ARTICLE I. NAME

The name of the corporation shall be: Caribsea Charters, Inc.

ARTICLE II. PURPOSE

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

A. Charter boat business.

B. To build, construct and alter houses, buildings and structures of whatsoever nature and kind: to develop real property generally; to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description. And to do any and all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity or business permitted under the laws of the United States and of the state of Florida;

C. To conduct all types of business and operations; to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions and dependencies of the United States;

D. To engage in, render or carry on, any service or other business as principal or agent, with powers to let contracts for any such service or product; and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of this corporation;

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the state of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses;

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgage, trust deed, pledges or other security for the payment of same;

G. To act as agent, broker, or attorney-in-fact for any persons, firms, or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to;

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm association or corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the company or otherwise;

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other interest therein and thereunder;

J. To purchase, subscribe for or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes evidencing shares of or interest in common law trusts, trust and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aide, assist to participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industry or other business concerns, firms, associations and corporations to institute, participate in or promote commercial merchandise financial and industrial enterprises and operations;

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner;

L. To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;

M. To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holders of, or interested in any property, or otherwise;

N. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;

O. To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;

P. To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;

Q. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and

R. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the state of Florida.

ARTICLE III. CAPITAL STOCK

The capital stock authorized and the characteristics of such stock shall be as follows:

Five hundred (500) shares of common stock

ARTICLE IV. DURATION

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE V. PRINCIPAL OFFICE

The principal office of this corporation shall be located in the City of Key Largo, County of Monroe, State of Florida, and the post office address of said principal office of the corporation shall be: 50 Dolphin Road, Key Largo, FL 33037.

ARTICLE VI. NUMBER OF DIRECTORS

The number of directors of this corporation shall be not less than one (1) nor more than five (5), and the initial board of directors of this corporation shall be comprised of one (1) member.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The name and street address of the person who is appointed to act as director until the first annual meeting of the stockholders or until the successors are elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Kenneth Spaulding	50 Dolphin Road Key Largo, FL 33037

ARTICLE VIII. SUBSCRIBERS AND STOCKHOLDERS

The name and address of the person signing these articles of incorporation as a subscriber and the number of shares he has agreed to purchase is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of shares</u>
Kenneth Spaulding	50 Dolphin Road Key Largo, FL 33037	100

ARTICLE IX. REGISTERED OFFICE

The Corporation has designated as its registered agent, Kenneth Spaulding, who is a resident of the State of Florida, and whose business office is the same as that of the registered office. The address of the registered office of this corporation shall be: 50 Dolphin Road, Key Largo, Florida 33037.

ARTICLE X. AMENDMENTS

These articles of incorporation may be amended in the manner provided by law. Each amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

In witness whereof, I, the undersigned, being the original subscriber to the capital stock hereinabove named, and for the purpose of forming a corporation pursuant to the corporation law of the state of Florida, do make and file this certificate, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set my hand and seal this 12th day of May 1997, at Broward County, Florida.

Kenneth Spaulding
Kenneth Spaulding

State of Florida)

SS:

County of Broward)

Before me, the undersigned authority, appeared to be the person described in and who executed the foregoing certificate of incorporation and acknowledged to and before me that Kenneth Spaulding executed the same for the purpose therein expressed.

In witness whereof, I have hereunto affixed my hand and official seal at Broward County, Florida, this 6th day of June 1997.

Personally Known _____ OR Produced Identification ✓

Type of Identification Produced Drivers License (Florida)

5143-512-71-299-0

Kenneth Spaulding

My commission expires:

Catherine Averell
Notary Public



CATHERINE O. AVERELL
My Commission CQ366781
Expires Mar. 18, 1998

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

In pursuance of chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act: First: Caribsea Charters, Inc. desiring to organize under the laws of the state of Florida with its principal offices as indicated in the articles of incorporation, in the city of Key Largo, County of Monroe, state of Florida, has named Kenneth Spaulding, located at: 50 Dolphin Road, Key Largo, Florida 33037 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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.

By: Kenneth L Spaulding
Resident Agent
Kenneth Spaulding