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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: BARNETT, BOLT, KIRKWOOD & LONG
CONTACT: YOLANDA A TULLO
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NAME: WALKABOUT CHARTERS, INC.

AUDIT NUMBER.....H97000011278

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

CERT. OF STATUS..1

PAGES..... 4

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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WALKABOUT CHARTERS, INC.
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H97000011278 3

ARTICLES OF INCORPORATION
OF
WALKABOUT CHARTERS, INC.

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is:

Walkabout Charters, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE III

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is 550 North Reo, Tampa, Florida 33629.

Craig E. Behrenfeld, Esquire
Barnett, Bolt, Kirkwood & Long
601 Bayshore Boulevard, Suite 700
Tampa, Florida 33606
813-253-2020
Fla. Bar #0964750

H97000011278 3

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H97000011278 3

ARTICLE IVCapital Stock

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each with a par value of one cent (\$.01).

ARTICLE VPreemptive Rights

This corporation elects to have preemptive rights.

ARTICLE VIInitial Registered Office and Agent

The street address of the initial registered office of this corporation is 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606, and the name of the initial registered agent of this corporation at that address is Craig E. Behrenfeld.

ARTICLE VIIIncorporators

The name and address of the incorporator is:

NAMEADDRESS

Craig E. Behrenfeld

601 Bayshore Boulevard
Suite 700
Tampa, Florida 33606ARTICLE VIIIInitial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never

H97000011278 3

H97000011278 3

be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
John Timothy Gannon	550 North Reo Tampa, Florida 33629
Peter Gannon	550 North Reo Tampa, Florida 33629
M. Timothy Farrell	550 North Reo Tampa, Florida 33629

ARTICLE IX

Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of July, 1997, and the undersigned registered agent acknowledges that he is familiar

H97000011278 3

07/10/97 THU 09:25 FAX 813 251 6711

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H97000011278 3

with, and accepts, the obligations of registered agent of this corporation.



CRAIG E. BEHRENFELD, Incorporator
and Registered Agent

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