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ROBERT K. EDDY & ASSOCIATES

ATTORNEYS AT LAW

808 W. DE LEON STREET
TAMPA, FLORIDA 33606

ROBERT K. EDDY
CRAIG E. ROTHBURD

Telephone: (813) 251-3800
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August 14, 1997

Secretary of State
ATTN: Division of Corporations
The Capitol
Tallahassee, FL 32301

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*****70.00 *****70.00

RE: **FILING ARTICLES OF INCORPORATION**
File No. 3938

Dear Sir:

Enclosed, you will find the original and one copy of the Articles of Incorporation for Dolphin Charters, Inc., to be filed. I've also attached your fee for same in the amount of \$70.00.

Thank you for your assistance.

Very truly yours,


ROBERT K. EDDY

RKE/dm

Enclosures

FILED
97 AUG 18 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 8/19/97

ARTICLES OF INCORPORATION
OF
DOLPHIN CHARTERS, INC.

FILED
97 AUG 18 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Florida Statute §607.0202.

I.

The Name of the corporation shall be:

DOLPHIN CHARTERS, INC.

II.

The principal office of the corporation and the mailing business address of the corporation shall be:

808 W. De Leon Street
Tampa, FL 33606

III.

The purpose for which the corporation is to be formed and the general nature of the corporation's business shall be: boat charters, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

IV.

The amount of the capital stock of the corporation shall be One Thousand (1000) Shares of common stock with a par value of \$1.00 per share.

V.

The amount of capital with which the corporation will begin business will be no less than Five Hundred and No/100 (\$500.00) Dollars.

VI.

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock, who shall be entitled to one vote for each share of common stock held by them of record.

VII.

The names and post office addresses of the members of the first Board of Directors, until the first annual meeting of the stockholders are as follows:

NAME:

ADDRESS:

Robert K. Eddy

808 W. De Leon Street
Tampa, FL 33606

VIII.

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies created in the Board of Directors shall be filled by special meeting of the stockholders.

IX.

The names and post office addresses of the officers of the corporation until the first annual meeting of the stockholders are as follows:

NAME:

ADDRESS:

Robert K. Eddy
President
Secretary/Treasurer

808 W. De Leon Street
Tampa, FL 33606

X.

The names and post office addresses of each subscriber/incorporator of the Articles of Incorporation and the number of shares of common stock which he or she agrees to take are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NUMBER OF SHARES:</u>
Robert K. Eddy	808 W. De Leon Street Tampa, FL 33606	500

XI.

The duration of the corporation is to be perpetual.

XII.

The street address corporation's initial registered office and the name of its initial registered agent at that office are as follows:

Initial Registered Agent:	Street Address:
Robert K. Eddy	808 W. De Leon Street Tampa, FL 33606

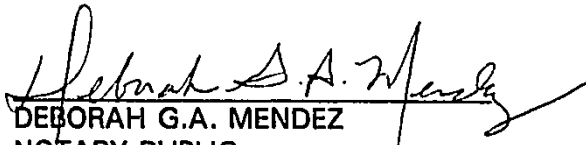
IN WITNESS WHEREOF, I have made, signed and acknowledged this Articles of Incorporation of DOLPHIN CHARTERS, INC., this 14th day of August, 1997.


ROBERT K. EDDY

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

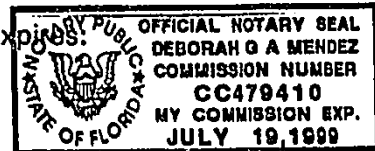
On the day above shown, before me personally appeared ROBERT K. EDDY, to

me known to be the person described in and who executed the foregoing instrument,
and he duly and severally acknowledged to me that he executed the same. He is
personally known to me.


DEBORAH G.A. MENDEZ
NOTARY PUBLIC

Deborah G.A. Mendez
type/print name

My commission expires



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF 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 that DOLPHIN 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 City of Tampa, County of Hillsborough, State of Florida has named ROBERT K.
EDDY, 808 W. De Leon Street, Tampa, Florida, 33606, City of Tampa, County of
Hillsborough, State of Florida, as its agent to accept service of process with this state.

**ACKNOWLEDGEMENT OF REGISTERED AGENT AND DUTIES
PURSUANT TO FLORIDA STATUTE 607.0505**

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in this
capacity, and agree to comply with the provisions of Chapter 607, Florida Statute
relative to keeping open said office.


ROBERT K. EDDY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA