

P970000-78082



ACCOUNT NO. : 072100000032

REFERENCE : 520507 4331939

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : September 5, 1997

ORDER TIME : 3:58 PM

ORDER NO. : 520507-005

600002286446--0

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: SEA-QUEST, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____

FILED
97 SEP -5 PM 4:14
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP -5 PM 4:15

W97-20577
624
6

SN SEP -8 1997

SENT
08/15/97
4:00 PM



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original
submission date as file date

September 8, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

SUBJECT: SEA-QUEST, INC.
Ref. Number: W97000020577

We have received your document for SEA-QUEST, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 697A00044578

RECEIVED
97 SEP -8 PM 12:15
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 9, 1997

CSC NETWORKS
1201 HAYS ST.
TALLAHASSEE, FL 32301-2607

RESUBMIT

Please give original
submission date as file date.

We have received your document for SEA-QUEST, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 997A00044777

RECEIVED
97 SEP -9 PM 1:56

**ARTICLES OF INCORPORATION
OF
SEA-QUEST, INC.
(a Florida corporation)**

FILED
97 SEP -5 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is **SEA-QUEST, INC.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is Old Port Cove Marina, 112 Lakeshore Drive, North Palm Beach, Florida 33408.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The name and address of the initial director of the Corporation is: Robert C. Pulliam, Old Port Cove Marina, 112 Lakeshore Drive, North Palm Beach, Florida 33408.

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Sheldon Polish, 515 East Las Olas Boulevard, Suite 1500, Fort Lauderdale, Florida 33301.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of SEA-QUEST, INC. this 5th day of September, 1997.



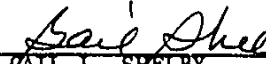
SHELDON POLISH
Incorporator

CONSENT OF REGISTERED AGENT
OF
SEA-QUEST, INC.

The undersigned, Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of **SEA-QUEST, INC.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY
Registered Agent

By:


GAIL L. SHELBY

FILED
97 SEP -5 PM 4:15
TALLAHASSEE, FLORIDA
STATE