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OF COUNSEL TO:
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September 25, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-09/29/97--01149--006
****122.50 ****122.50

RE: Serenity Charters, Inc.

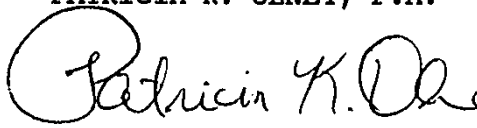
Enclosed is an original and one copy of the Articles of Incorporation of the referenced corporation which is submitted for filing together with my trust account check in the amount of \$122.50 to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	\$122.50

Please return the certified copy of the Articles of Incorporation to the undersigned. The Registered Agent form is also enclosed.

Very truly yours,

PATRICIA K. OLNEY, P.A.


by Patricia K. Olney

TKO/cb

Enclosures

FILED
97 SEP 29 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 10/1/97

ARTICLES OF INCORPORATION
OF
SERENITY CHARTERS, INC.

FILED

97 SEP 29 AM 8: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: SERENITY CHARTERS, INC.

ARTICLE II - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to own, operate and manage charter, cruising, fishing and other vessels and to transact all other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares with \$1.00 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1616 Sunburst Way
Kissimmee, Florida 34744

and the name of the initial registered agent of this corporation is:

MICHAEL GLENDENNING

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially, the number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

MICHAEL GLENDENNING
1616 Sunburst Way
Kissimmee, Florida 34744
President

SHARON MASON
1616 Sunburst Way
Kissimmee, Florida 34744
Secretary/Treasurer

ARTICLE VII - INCORPORATORS

The name and address of the incorporators are:

MICHAEL GLENDENNING
1616 Sunburst Way
Kissimmee, Florida 34744

SHARON MASON
1616 Sunburst Way
Kissimmee, Florida 34744

ARTICLE VIII - AMENDMENT

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

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 27th day of August, 1997.

Michael R. Glendenning
MICHAEL GLENDENNING, Incorporator

Sharon L. Mason
SHARON MASON, Incorporator

STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 27th day of August, 1997, by MICHAEL GLENDENNING who is personally known to me or has produced _____ as identification.

Linda S. Reilly
KISSIMMEE, OSCEOLA COUNTY
Printed Name: LINDA S. REILLY
Notary Public - State of Florida
My Commission expires: 11-29-99



Linda S. Reilly
MY COMMISSION # CCS12814 EXPIRES
November 29, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 27th day of August, 1997, by SHARON MASON who is personally known to me or has produced _____ as identification.

Linda S. Reilly
KISSIMMEE, OSCEOLA COUNTY
Printed Name: LINDA S. REILLY
Notary Public - State of Florida
My Commission expires: 11-29-99



Linda S. Reilly
MY COMMISSION # CCS12814 EXPIRES
November 29, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT CERTIFICATE

The below named corporation maintains its registered office at the address specified below, and appoints the below named person as its registered agent thereat to accept service of process on behalf of said corporation:

REGISTERED AGENT'S NAME: MICHAEL GLENDENNING

PRINCIPAL STREET ADDRESS
OF CORPORATION: 1616 Sunburst Way
 Kissimmee, Florida 34744

SERENTY CHARTERS, INC.

By: Michael R. Glendenning
Michael Glendenning, Director

The undersigned, having been appointed as registered agent to accept service of process on behalf of said corporation at the office designated above, hereby accepts said appointment and agrees to keep said office open as required by law.

Michael R. Glendenning
MICHAEL GLENDENNING
Registered Agent

FILED
97 SEP 29 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA