



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 627919 10938A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 AM 9:15

ORDER DATE : December 9, 1997

ORDER TIME : 2:18 PM

ORDER NO. : 627919-005

CUSTOMER NO: 10938A

CUSTOMER: J. Patrick Dyal, Esq
ROGERS MORRIS AND ZIEGLER
300 Victoria Park Centre
1401 East Broward Boulevard
Ft. Lauderdale, FL 33301

500002367555--1

-12/10/97--01002--014

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

DOMESTIC FILING

NAME: SLAMMER SPORTFISHING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

RECEIVED
97 DEC -9 PM 4:20
DIVISION OF CORPORATION

cf 12/10/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 AM 9:16

SLAMMER SPORTFISHING, INC.

ARTICLES OF INCORPORATION

The undersigned natural person, competent and licensed to practice law in the State of Florida as an attorney, acting hereby as incorporator for the purpose of forming a professional service corporation for profit under the provisions of Section 607, Florida General Corporation Act, and Section 621, Florida Professional Service Corporation and Limited Liability Company Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

I.

Article I - Name

The name of this corporation is:

SLAMMER SPORTFISHING, INC.

Article II - Purposes

The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in every aspect of charter fishing, and all its fields of specializations, as are engaged in by fisherman.

Article III - Capital Stock

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) shares of common stock at One (\$1.00) Dollar per share par value.

b. Consideration to be paid for each share shall be payable in lawful money, property, labor or services.

Article IV - Duration

The corporation shall have perpetual existence.

Article V - Principal Office

The street address of the initial principal office of the corporation is as follows:

2425 East Commercial Boulevard, #400, Fort Lauderdale, Florida 33308.

Article VI - Initial Registered Office and Agent

The street address of the initial registered agent of this corporation is 1401 East Broward Boulevard, #300, Fort Lauderdale, Florida 33301; and the name of the initial registered agent of this corporation at that address is **J. PATRICK DYAL**.

Article VII - Incorporator

The name and address of the Incorporator is as follows:

DANIEL J. LANGMADE

2425 East Commercial Boulevard, #400
Fort Lauderdale, Florida 33308

Article VIII - Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions taken shall be signed by all of the shareholders entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

Article IX - Informal Director Action

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing the consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized as a meeting of the Board of Directors.

Article X - Board of Directors

The corporation shall have Board of Directors consisting of one (1) person. director initially. The number of directors may be either increased or diminished from time to time by resolution of the majority of the stockholders but shall never be less than one (1).

The name and address of the initial directors of this corporation are:

DANIEL J. LANGMADE

2425 East Commercial Boulevard, #400
Fort Lauderdale, Florida 33308

President/Director

ROD OVERHOLT, JR.

2425 East Commercial Boulevard, #400
Fort Lauderdale, Florida 33308

Secretary/Treasurer/Director

Article XI - Indemnification

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

Article XII - By Law Amendment

The power to adopt, alter, amend or appeal the By Laws of this corporation shall be vested in the board of directors and stockholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4 day of Nov, A.D. 1997.


DANIEL J. LANGMADE, Subscriber

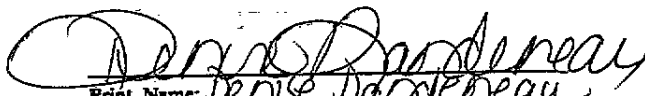
STATE OF FLORIDA

SS.:

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared DANIEL J. LANGMADE, who is personally known to me or who presented _____ as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 4 day of DEC, A.D. 1997.


Print Name: Denise Dandeneau
Notary Public-State of Florida

Commission No. CC 473322
My Commission Expires:



10/15/97 14:40

ROGER MORRIS ZIEGLER → 13057721070

NO. 191 P0006/0000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -9 AM 9:16

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SLAMMER SPORTFISHING, INC., which is contained in the foregoing Articles of Incorporation dated this 5th day of December, 1997.


J. PATRICK DYAL