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DONALD R. NILES, OF COUNSEL

STREET ADDRESS:
2601 EAST OAKLAND PARK BOULEVARD
SUITE 400
FORT LAUDERDALE, FL 33306

January 7, 1998

CERTIFIED MAIL
Return Receipt Requested

Division of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

600002398956--3
-01/13/98--01103--003
****122.50 ****122.50

Re: Redhead Yacht Charters, Inc.

Gentlemen:


Enclosed please find Articles of Incorporation in duplicate for the above-referenced corporation together with our firm's check payable to your order in the amount of \$122.50 in payment of the following:

Profit corporation filing fee	\$ 35.00
Registered agent designation	35.00
Certified copy	52.50
	<u>\$122.50</u>

Upon the filing of the Articles of Incorporation, please send me one certified copy.

Thank you for your assistance in this matter.

Very truly yours,


B. ALAN DOBBINS III
For the Firm

BAD:emg
Enclosures

98 JAN 13 PM 2:37
TALLAHASSEE FLORIDA

BAD 1-14-98

ARTICLES OF INCORPORATION

OF

REDHEAD YACHT CHARTERS, INC.

FILED

98 JAN 13 PM 2:37

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is REDHEAD YACHT CHARTERS, INC., whose mailing address is 3221 NE 58th Street, Fort Lauderdale, FL 33308.

ARTICLE II
DURATION

This corporation shall have perpetual existence and these Articles are effective upon signing.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 7,500 shares at \$1.00 par value common stock.

ARTICLE V
PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3221 NE 58th Street, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this corporation at that address is Gerard G. Janaro, Jr. The undersigned is familiar with and accepts the duties of registered agent pursuant to Florida Statute 607.325.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one Director 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 name and address of the initial Director of this corporation is:

Gerard G. Janaro, Jr.
3221 NE 58th Street
Fort Lauderdale, FL 33308

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles are:

Gerard G. Janaro, Jr.
3221 NE 58th Street
Fort Lauderdale, FL 33308

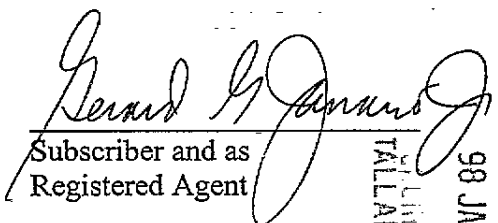
ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full 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 subscriber has executed these Articles of Incorporation this 7 day of January, 1998.


Subscriber and as
Registered Agent

98 JAN 13 PM 2:37
TALLAHASSEE, FLORIDA

FILED