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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: LADY LORI, INC.

AUDIT NUMBER.....H98000003520

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
LADY LORI, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I- NAME

The name of the corporation is LADY LORI, INC.

ARTICLE II- PRINCIPAL OFFICE

The principal place of business and the mailing address for the corporation shall be: 1719 S.E. 12th Ct., Fort Lauderdale, Florida 33316.

ARTICLE III - COMMENCEMENT

This corporation shall commence on the date of the filing of these Articles. This corporation is to have perpetual existence unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things hereinafter mentioned, as fully, and to the same extent, as natural persons might or could do, viz:

- a. To provide boat charter services.
- b. To transact any and all lawful business.

This instrument prepared by:

NICK B. KAMELIDIS, ESQ.
2600 East Commercial Boulevard
• Suite 706
Fort Lauderdale, Florida 33308
(305) 486-9300
Fla. Bar No. 290173

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ARTICLE V- CAPITAL STOCK

This corporation is authorized to issue Five Thousand (5,000) shares of One and No/100 Dollar (\$1.00) par value common stock.

ARTICLE VI- PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, call 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 the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII- INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2400 East Commercial Boulevard, Suite 706, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this corporation is NICK B. KANELIDIS, ESQ.

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The name and address of the initial director is as follows:

James DeNooyer
1719 S.E. 12th Ct.
Fort Lauderdale, FL 33316

ARTICLE IX - INITIAL OFFICERS

The corporation shall have two (2) officers initially. The names and addresses of the initial officers are as follows:

Lori DeNooyer
President and Secretary
1719 S.E. 12th Ct.
Fort Lauderdale, FL 33316

James DeNooyer
Vice-President & Treasurer
1719 S.E. 12th Ct.
Fort Lauderdale, FL 33316

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ARTICLE X - INCORPORATOR

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

James DeNooyer
1719 S.E. 12th Ct.
Fort Lauderdale, FL 33316

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 19th day of February, 1998.


JAMES DENOOYER

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, a notary public
authorized to take acknowledgements in the State and County set
forth above, personally appeared JAMES DENOOYER, who is personally
known to me or has produced _____ as identification, and
he acknowledged before me that he executed the foregoing Articles
of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in
the State and County aforesaid this 19th day of February,
1998.



Nick Kanelidis
MY COMMISSION # CC670081 EXPIRES
AUGUST 7, 2001
BONDED THRU TROY FARM INSURANCE, INC.

NOTARY PUBLIC

Sign 

Print Nick Kanelidis

My commission expires:

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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:

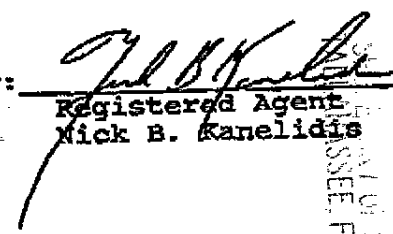
First--That LADY LORI, INC.

desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of Fort Lauderdale, County of Broward, State of Florida, has named NICK B. KANELIDIS, located at 2400 East Commercial Boulevard, Suite 706, City of Fort Lauderdale, County of Broward, State of Florida 33308, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 provision of said Act relative to keeping open said office.

By:


Registered Agent
Nick B. Kanelidis

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STATE
OF FLORIDA

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