

Ocean South
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Jacksonville Beach, Florida 32250
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KURT ANDREW SIMPSON
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

P98000022927

March 8, 1998

FILED
98 MAR -9 AM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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EFFECTIVE DATE
4-1-98

RE: New Corporation Filing

Dear Sirs:

Please find enclosed an original and one (1) copy of the Articles of Incorporation of DIZE & SONS CHARTER FISHING, INC. for filing as a new Florida corporation.

Also enclosed is our firm's check in the amount of \$122.50, representing the costs of filing in this matter. Thanking you for your assistance, I remain,

Sincerely,

KURT ANDREW SIMPSON,
A Professional Association


BRUCE R. ANDERSON, JR., ESQUIRE

BRA/pjp
Enclosures

P. CHESSEY MAR 11 1998

ARTICLES OF INCORPORATION

OF

DIZE & SONS CHARTER FISHING, INC.

EFFECTIVE DATE
4-1-98

FILED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned, acting as Sole Incorporator Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I. NAME

The name of the Corporation is: DIZE & SONS CHARTER FISHING, INC.

ARTICLE II. ADDRESS

The street address of the initial principal office and the Corporation is: 3 Sailfish Drive, Ponte Vedra Beach, Florida 32082. The mailing address of the initial principal office and Corporation is: 3 Sailfish Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE III. COMMENCEMENT OF EXISTENCE

These Articles of Incorporation shall be effective on April 1, 1998, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. DURATION

The period of duration of the Corporation is perpetual.

ARTICLE V. PURPOSE

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States of America and of this State.

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 1,000 shares of common Stock having a par value of \$1.00 per share.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The Corporation designates 3500 South Third Street, Jacksonville Beach, Florida 32250 as the street address of the initial registered office of the Corporation and names BRUCE R. ANDERSON, JR., the Corporation's initial Registered Agent at that address to accept service of process within this State.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The Corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but will never be less than one (1). The name of the initial director is: NORMAN F. DIZE.

ARTICLE IX. INCORPORATOR

The name and street address of the initial Incorporator is:

<u>Name</u>	<u>Address</u>
NORMAN F. DIZE	3 Sailfish Drive Ponte Vedra Beach, FL. 32082

ARTICLE X. INITIAL OFFICERS

The name and address of the person who shall serve as the Officers until the first annual meeting of Shareholders, or until his successor(s) shall have been elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
NORMAN F. DIZE President	3 Sailfish Drive Ponte Vedra Beach, FL. 32082
NORMAN F. DIZE Secretary/Treasurer	3 Sailfish Drive Ponte Vedra Beach, FL. 32082

ARTICLE XI. SHAREHOLDER ACTION

Two-thirds consent of the Stockholders of the Corporation shall be required for any Shareholder action.

ARTICLE XII. ADOPTION, AMENDMENT OR REPEAL

OF ARTICLES OF INCORPORATION

The Shareholders have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE XIII. PREEMPTIVE RIGHTS

The holders of the common stock of this Corporations shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The

pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

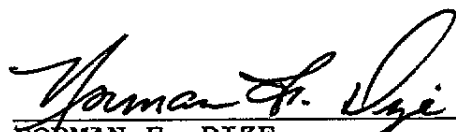
ARTICLE XIV. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation

by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a Corporation under the laws of the State of Florida, has executed these Articles of Incorporation on March 6, 1998.

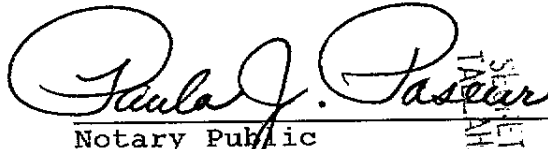



NORMAN F. DIZE
Incorporator

STATE OF FLORIDA, COUNTY OF DUVAL, To Wit:

Before me, the undersigned authority, personally appeared NORMAN F. DIZE, who is to me well known to be the person described in and who subscribed to the Articles of Incorporation, and that he did freely and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my Hand and Official Seal at Jacksonville Beach, Duval County, Florida, this 6th day of March, 1998.


Notary Public
My Commission expires

PAULA J. PASEUR
My Commission CC395349
Expires Jul. 26, 1998
Bonded by HAI
800-422-1555
FILED
MAR -9 AM 11:39

ACCEPTANCE

I, the undersigned attorney agree to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledges that he is familiar with, and accepts, the obligations of such position.

Dated: March 6, 1998


BRUCE R. ANDERSON, JR. ESQ.