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JOHN H. THOMAS  
Board Certified Admiralty  
and Maritime Lawyer

15 April 1998

Florida Department of State  
Division of Corporations  
Attn: New Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700002493407--0  
-04/20/98--01039--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Stray Cat II Cruises, Inc.  
Our File No. 1520T

Gentlemen and Ladies:

Please file a new corporation for the referenced company, articles of incorporation enclosed.  
Also enclosed is our check for \$70. (no certified copy required).  
Thank you.

Very truly yours,



John H. Thomas,  
for the firm

FILED  
98 APR 20 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1520filg.lt1

John H. Thomas GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT RA Cert  
DATE 4-21-98  
DOC. EXAM BR

ARTICLES OF INCORPORATION

OF

STRAY CAT II CRUISES, INC.

**FILED**  
98 APR 20 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations.

ARTICLE I - NAME

The corporation formed hereby shall use the name:

STRAY CAT II CRUISES, INC .

ARTICLE II - COMMENCEMENT AND DURATION

The corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved or liquidated according to the by-laws of the corporation.

ARTICLE III - PURPOSE

The corporation shall perform yacht sales, charters, services and activities. The corporation may also engage in any other activity permitted under the laws of the State of Florida and under

whatever jurisdiction where the activity is performed.

#### ARTICLE IV - STOCK

Total number of shares of capital stock authorized to be issued by the corporation shall be 1000 (One Thousand) shares having a par value of \$10.00 (Ten Dollars) per share. Shares shall be of one class only, with shareholders entitled to one vote for each share held at the time of any meeting of the shareholders. Restrictions on sale of shares may be stated in the corporation by laws.

The capital stock may be paid for by property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organizational meeting. The corporation and the officers are to be considered as eligible for the conditions under section 1244 of the internal revenue code.

#### ARTICLE V - PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to subscribe for purchase of their proportionate share of any additional stock issued by the corporation from and after issuance of the shares originally subscribed for by the shareholders of this corporation, whether such additional shares be issued for cash, property, services or other considerations, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation. Preemptive rights as to the transfer of shares by shareholders may be stated in the by-laws of the corporation.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE

The initial principal office and registered office of the corporation shall be at:

11181 Healthcare Blvd.  
Suite 2265  
Naples, FL 34110

ARTICLE VII - BOARD OF DIRECTORS

The initial board of directors shall consist of one person:

Dr. Edward Toggart  
11181 Healthcare Blvd.  
Suite 2265  
Naples, FL 34110

ARTICLE VIII - INCORPORATORS

The initial incorporator of the corporation shall consist of one person:

Dr. Edward Toggart  
11181 Healthcare Blvd.  
Suite 2265  
Naples, FL 34110

These Articles of Incorporation are hereby executed by the undersigned incorporator on this

25 day of September, 1997.

  
\_\_\_\_\_  
EDWARD TOGGART

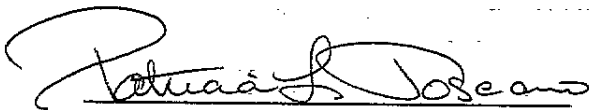
**FILED**  
 98 APR 20 AM 9:20  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
 COUNTY OF COLLIER )

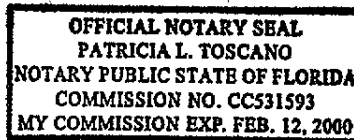
BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Edward Toggart, personally known to me, and who acknowledged before me that the foregoing Articles of Incorporation were duly signed and executed for the purposes therein stated.

I have hereunto set my hand and affix my official seal in Collier County, Florida, on this

25 day of September, 1997.



Notary Public, State of Florida



Name: Patricia L. Toscano

**DESIGNATION AND ACCEPTANCE OF  
 REGISTERED OFFICE AND REGISTERED AGENT**

STRAY CAT II CRUISES, INC., being incorporated as a Florida corporation, does hereby designate the following registered agent and registered office, who does accept such designation under the laws of the State of Florida.

The Registered Agent and Registered Office shall be:

Dr. Edward Toggart  
 11181 Healthcare Blvd.  
 Suite 2265  
 Naples, FL 34110

Signed at Naples, Collier County, Florida on this 26 day of September, 1997.

By: 

ACCEPTING THE DESIGNATION AS  
 REGISTERED AGENT FOR THE  
 CORPORATION