P98000036544 *Gale Wilson*

Accounting Services

8128 Front Beach Rd. Suite G
Panama City Beach, Fl. 32407

(904) 234-9335

April 17, 1998

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

Enclosed are the Articles of Incorporation for Cool Breeze Charters, Inc.,
along with my check in the amount of $70.00 for the filing fee.

Please return all paperwork to: Gale Wilson
                                Gale Wilson Accounting Services
                                8128 Front Beach Road Suite G
                                Panama City Beach, Fl 32407

Very truly yours,

Gale Wilson

Enclosures

ARTICLES OF INCORPORATION

OF

COOL BREEZE CHARTERS, INC.

The undersigned subscriber to these Articles of Incorporation hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I – NAME AND PRINCIPAL OFFICE
The name of the corporation is Cool Breeze Charters, Inc. ,5914 Highway 22, Callaway, Florida 32405.

ARTICLE II – NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any or all lawful business of the State of Florida and the United States of America.

ARTICLE III – DURATION

This corporation shall have perpetual existence and shall commence on filing.

ARTICLE IV – CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock, each having a par value of $1.00.

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5914 Highway 22, Callaway, Florida 32405, and the name of the initial registered agent of this corporation is Donald W Partlow, Jr.

ARTICLE VI – BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation is:

Donald W Partlow, Jr   5914 Highway 22
Callaway, Fl 32405

ARTICLE VII - SUBSCRIBER

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal this 10th day of April, 1998, for the purpose of forming this corporation under laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida this Certification of Incorporation and certify that the facts herein stated are true.

Gale Wilson
_____
Gale Wilson, Subscriber
8128 Front Beach Road Suite G
Panama City Beach, Fl   32407

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned officer, duly authorized to take acknowledgments and administer oaths, personally appeared GALE WILSON, who, being first duly sworn, upon oath deposes and says that she signed the above Articles of Incorporation for the conditions and purposes therein expressed.

SWORN TO AND SUBSCRIBED BEFORE me this 10th day of April, 1998.

Cindy Schott
_____
Notary Public   CINDY SCHOTT

My Commission expires:

CINDY SCHOTT
My Comm Exp. 2/21/00
Bonded By Service Ins
No. CC534757
[ ] Personally Known   [ ] Other I. D.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE

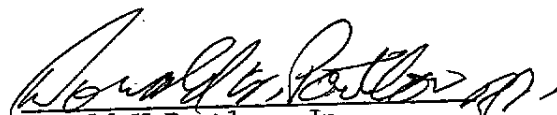SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS

MAY BE SERVED

In pursuance of Chapter 48.091, Florida statutes, the following is submitted in compliance with said act:

First, that Cool Breeze Charters, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at Callaway, Bay County, Florida, has named Donald W Partlow, Jr., located at 5914 Highway 22, Callaway, Florida 32405 as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Donald W Partlow, Jr