

P98000051771

Sea Dream Charters, Inc.
118 S. Atlantic Drive
Lantana, Florida 33462
(561) 758-7732

May 26, 1998

Airborne Express

State of Florida
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

000002551340--S
-06/08/98--01087--012
*****70.00 *****70.00

Re: Sea Dream Charters, Inc.

Dear Sir/Madam:

Enclosed is the Articles of Incorporation (original and duplicate) for the above named corporation.

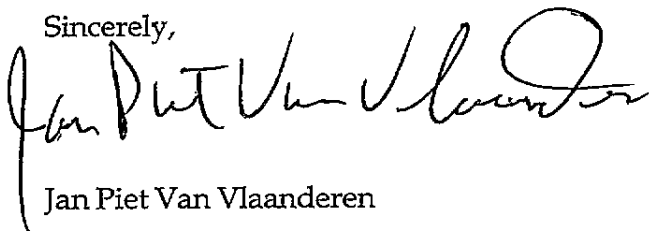
Also enclosed is a check for the following:

Filing fee	\$35.00
Designation of Registered Agent	35.00
	<hr/>
	\$70.00
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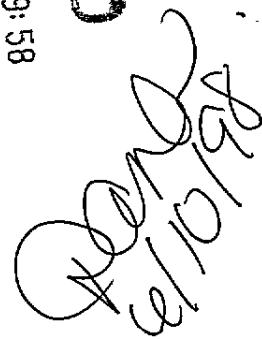
Please return the Certificate under Seal to us at your earliest convenience in the enclosed SASE envelope.

Please contact us with any questions. Thank you.

Sincerely,


Jan Piet Van Vlaanderen

FILED
98 JUN -8 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA



ARTICLES OF INCORPORATION

OF

Sea Dream Charters, Inc.

FILED
98 JUN -8 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE - NAME AND ADDRESS

The name of the corporation shall be **Sea Dream Charters, Inc.** The principal place of business of this corporation shall be **118 SE Atlantic Drive, Lantana, FL 33462.**

ARTICLE TWO - DURATION

The term of the corporation's existence is perpetual.

ARTICLE THREE - PURPOSE

The corporation's purpose is to engage in and to transact any and all business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR - CAPITAL STOCK

The corporation has authority to issue One Thousand (1,000) shares, all of which shall be common shares with no par value.

ARTICLE FIVE - PREEMPTIVE RIGHTS

Each shareholder shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

ARTICLE SIX - REGISTERED OFFICE

The street address of the corporation's initial registered office is **1109 South Congress Ave., West Palm Beach, Florida, 33406** and the name of the initial registered agent at that address is **John Michael Yeend**, who by executing these articles accepts the responsibility to act in this capacity and states that he is familiar with and accepts the obligations of his position and agrees to comply with all statutes relating to the proper performance of his duties.

ARTICLE SEVEN - OFFICERS

The initial officers of the Corporation shall be:

President:	Jan Piet Van Vlaanderen
Vice President:	John Regan
Treasurer:	Jan Piet Van Vlaanderen
Corporate Secretary:	John Regan

ARTICLE EIGHT - DIRECTORS

The initial Board of Directors shall consist of Two (2) members. The name and address of the members of the initial Board of Directors are:


Jan Piet Van Vlaanderen	118 SE Atlantic Drive Lantana, Florida 33462
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John Regan	Rd 1 Box 97 Middlebrook, New York 12545
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ARTICLE NINE - INCORPORATORS

The name and address of the incorporator is **Jan Piet Van Vlaanderen, 118 SE Atlantic Drive, Lantana, Florida 33462.**

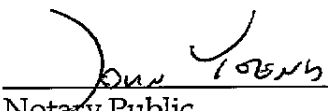
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 5 day of June, 1998.



Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5 day of June, 1998 by the above named incorporator.



Notary Public




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

That **Sea Dream Charters, Inc.** desires to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Palm Beach, State of Florida, and has named **John Michael Yeend** located at **1109 South Congress Ave. West Palm Beach, Florida 33406** as its agent to accept service of process within Florida.

Executed this 5 day of June, 1998.


Director

Having been named to accept service of process for the above stated corporation, at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Executed this 5 day of June, 1998.


Registered Agent

FILED
98 JUN -8 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA