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July 17, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 PM 12:33

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

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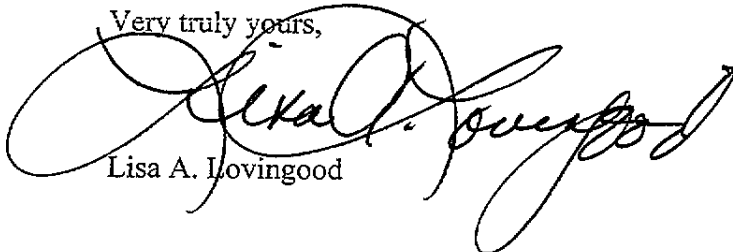
Re: Tranquility Charters & Co., Inc.

Dear Sir:

Enclosed please find the Articles of Incorporation of Tranquility Charters & Co.,
Incorporation, along with my check in the amount of \$122.50, for the filing fee and return of a
certified copy of the Articles.

Please file same in accordance with your customary procedures. If you need further
information, please do not hesitate to contact my office.

Very truly yours,


Lisa A. Lovingood

LAL/df
Enclosure

RP
07-22-98

**ARTICLES OF INCORPORATION OF
TRANQUILITY CHARTERS & CO., INC.**

ARTICLE I

The name of the corporation is Tranquility Charters & Co., Incorporated.

ARTICLE II

The general nature of the business or businesses to be transacted is to do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

ARTICLE III

The principal office of this corporation will be at 14865 Plumosa Drive, Jacksonville Beach, Florida 32250, or at such other address as may be determined by the Board of Directors.

ARTICLE IV

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is 100 of the par value of \$20.00 each.

ARTICLE V

The street address of the initial registered office of this corporation is 2237 Riverside Avenue, Jacksonville, Florida 32204, and the name of the initial registered agent of this corporation at that address is Lisa A. Lovingood, Esquire

ARTICLE VI

The names and addresses of the members of the first board of directors, who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified are:

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NAME

ADDRESS

LISA A. LOVINGOOD, PRESIDENT

LISA A. LOVINGOOD, VICE PRESIDENT

ARTICLE VII

I, THE UNDERSIGNED, being the sold original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 17th day of

July, 1998.



LISA A. LOVINGOOD, Sole Incorporator

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That Tranquility Charters & Co., Incorporated, a corporation duly organized and existing under the laws of the State of Florida, has named LISA A. LOVINGOOD, ESQUIRE, as its Registered Agent, located at 2237 Riverside Drive, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

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 all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0502, Florida Statutes.

LISA A. LOVINGOOD

A large, stylized handwritten signature in black ink, appearing to read 'Lisa A. Lovingood', is written over a horizontal line.

Lisa A. Lovingood, Esquire
Florida Bar # 884250
2237 Riverside Avenue
Jacksonville, Florida 32204
((04) 384-1355

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