

RANDOLPH & LARSEN, P.A.

ATTORNEYS AT LAW

R. JERRY RANDOLPH, JR.  
LOUIS N. LARSEN

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STUART, FL 34994  
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July 22, 1998

Terri Buckley  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

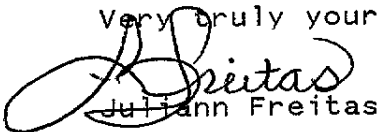
In Re: TIDEWATER CHARTERS, INC.

Dear Terri:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and our check in the amount of 75.00 which represents the filing fee in reference to the above.

If you should have any questions concerning the above, please do not hesitate to contact me.

Very truly yours,

  
Juliann Freitas

encls.

FILED  
98 JUL 30 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 8/4/98

FILED

ARTICLES OF INCORPORATION

98 JUL 30 AM 10:10

OF

SECRETARY OF STATE

TIDEWATER CHARTERS, INCORPORATED TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is Tidewaters, Incorporated.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation shall engage in marine charter operations and any other activity or business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock, each share have a par value of One Dollar (\$1.00).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV. EFFECTIVE DATE

The effective date of this corporation is the date in which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE V. REDEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new

stock of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, at the price at which it is offered to others, which price may be in excess of par value.

#### ARTICLE VI. TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VII. ADDRESS

The initial street address of the principal office of this corporation shall be 43 Seminole Street, Stuart. FL 34994

#### ARTICLE VIII. DIRECTORS

The corporation shall have one (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. All directors shall be elected by affirmative vote of a least fifty-one percent (51%) of the outstanding shares.

#### ARTICLE IX. INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are:

Robert Jerry Randolph, IV  
43 Seminole Street  
Stuart, FL 34994

R. Jerry Randolph, Jr.  
43 Seminole Street  
Stuart, FL 34994

#### ARTICLE X. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the

Board of Directors, proposed by them to the Stockholders, and approved at the Stockholders' meeting by a majority of the stock entitled to vote therein, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment to these Article to be made.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

Stockholders may enter into agreements restricting the right to freely transfer stock in the corporation. This a legend on the share certificates will state that there may be a restriction upon share transfer.

ARTICLE XIII. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is R. JERRY RANDOLPH, JR., ESQUIRE whose registered address is 43 Seminole Street, Stuart, Florida 34994.

IN WITNESS WHEREOF, we have hereunto set out hands and seals, acknowledged and filed the foregoing Article of Incorporation under the laws of the State of Florida this 28 day of July, 1998.

Robert J. Randolph (SEAL)  
R. J. Randolph (SEAL)  
43 Seminole Street  
Stuart, Fl. 34994

STATE OF FLORIDA )  
                              :ss  
COUNTY OF )

The foregoing instrument was sworn to and subscribed before me this 28 day of July, 1998, by Robert Jerry Randolph IV. and by R. Jerry Randolph, Jr.

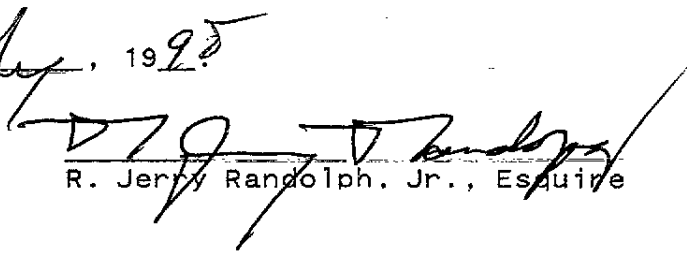
(SEAL)  MARY E. SCHMUDE  
MY COMMISSION # 00481556 EXPIRES  
July 18, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

Mary E. Schmuide  
Notary  
My Commission Expires:

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent  
of Tidewater Charters, Inc.

DATED this 28 day of July, 1995

  
R. Jerry Randolph, Jr., Esquire

FILED

98 JUL 30 AM 10:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA