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Christine E. Puto
Attorney at Law

August 10, 1998

2945 Overseas Highway
Marathon, Florida 33050
Telephone 305-289-7333
Facsimile 305-289-7777

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: C-Dreams, Inc.

Ladies/Gentlemen:

Enclosed are the Articles of Incorporation for C-DREAMS, INC. for filing with your office. Please endorse, certify and return the duplicate to me at your earliest convenience.

I have also enclosed a check in the amount of \$122.50 to cover the cost of the filing fee as well as a self-addressed envelope.

Thank you for your assistance and cooperation in this matter.

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Sincerely,

Christine E. Puto

Christine E. Puto

CEP:sj

Enclosure

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

FOR

C-DREAMS, INC.

These Articles of Incorporation are signed by the incorporators for the purpose of forming a profit corporation pursuant to Chapter 607 of the Florida Statutes, known as the Florida General Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is C-DREAMS, INC.

ARTICLE II

PURPOSES

The purpose or purposes for which the corporation is organized are as follows:

To provide boat rental and charter for snorkeling trips.

The corporation may engage in any and all lawful activities, or businesses, permitted under the laws of the United States, State of Florida or any other state or country.

The corporation may enter into, make and perform contracts of any kind, with any person, firm, or corporation, municipality, state, country, or dependency thereof.

The corporation may acquire, and make payment therefor in cash or in the stock or bonds of the corporation, or by

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undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, corporation, or association, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

IN GENERAL, the corporation may do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden and with all the powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The total authorized capital stock is:

50,000 common shares, with par value of \$1.00.

ARTICLE IV

VOTING RIGHTS OF STOCKHOLDERS

Each share of common stock shall be entitled to one vote on all matters that may properly come before the corporation. At each meeting for the election of Directors, each stockholder shall have as many votes as the number of shares of common stock owned by him, multiplied by the number of Directors to be elected at such meeting. These votes may be divided among the number of Directors to be elected by the stockholders in such proportion as the holder may desire.

ARTICLE V

DIVIDENDS

Each share of common stock shall share equally in any dividend, and any whole or partial liquidation of the corporation, voluntary or otherwise. Such dividends may be paid out of any fund legally available for such purpose.

ARTICLE VI

STOCK RESTRICTIONS

No stockholder shall sell, offer for sale, or attempt to transfer any of his stock, or mortgage, pledge, hypothecate or otherwise encumber any of his stock, nor shall the corporation be required to transfer any stock on the books of the corporation, except to other stockholders (unless all the stockholders shall have first consented to such transfer), unless said stockholder shall have first offered his stock, in writing, to the corporation. The

corporation shall have a period of 120 days after such offer within which to elect to acquire the stock at a price equal to the book value of the stock on the date it is offered for sale.

ARTICLE VII

REGISTERED CORPORATE OFFICE AND RESIDENT AGENT

The address of the principal registered office is 4690 Overseas Highway, Marathon, FL 33050. The mailing address of the corporation is 2787 Overseas Highway, Marathon, FL 33050.

The name of the registered agent is CHRISTINE E. PUTO whose address is 2945 Overseas Highway, Marathon, FL 33050.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is as follows:

CHERYL DEE MILLIS	2787 Overseas Highway Marathon, FL 33050
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ARTICLE IX

STOCKHOLDERS PRIVATE PROPERTY

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever, except as otherwise provided by statute.

ARTICLE X

AMENDMENTS

The corporation reserves the right to alter, amend, or repeal any provisions contained herein, and all rights and powers herein conferred on the directors and stockholders are granted subject to this reservation.

ARTICLE XI

SECTION 1244 INTERNAL REVENUE CODE

The capital stock of the corporation shall be issued in accordance with a written plan whereby such stock shall qualify as "Section 1244 Stock" under Section 1244, of the United States Internal Revenue Code, and the corporation shall qualify as a "Small Business Corporation" under Section 1244.

These Articles of Incorporation are hereby executed this 12th day of August, 1998.


CHERYL DEE MILLIS

ACKNOWLEDGMENT


STATE OF FLORIDA

ss.

COUNTY OF MONROE

I HEREBY CERTIFY that CHERYL DEE MILLIS, who is personally known to me, personally appeared before me and acknowledged before me that she is the Incorporator of C-DREAMS, INC., a Florida corporation; that she executed the foregoing Articles of Incorporation for and on behalf of said corporation, and that the statements contained therein are true and correct.

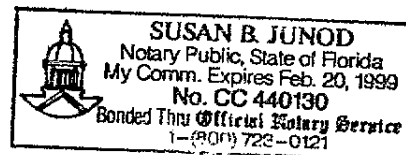
WITNESS my hand and official seal in the State of Florida and County aforesaid, this 12th day of August, 1998.



NOTARY PUBLIC, STATE OF FLORIDA

Susan B. Junod

My commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, the designated registered agent for this corporation, hereby acknowledges that she is familiar with, and accepts the duties and responsibilities as registered agent for said corporation.



CHRISTINE E. PUTO

DATED: 12 August, 1998

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