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August 21, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

RE: Blue Water Run Charters, Inc.

Dear Sir/Madam:

Please find enclosed herewith the following items:

1. Articles of Incorporation of Blue Water Run Charters, Inc.
2. Designation and Acceptance of Registered Agent for a Florida Corporation.
3. Leonard Rutland, Jr. check #1889 in the amount of \$122.50 made payable to State of Florida, Department of Corporation. This check is in payment for the filing fee (\$35.00), registered agent fee (\$35.00) and the certified copy fee (\$52.50). I have enclosed a copy of the articles for your certification. Please return the same to my office.

Please call if you have any questions.

Best Regards,

Martha Dinning

Martha Dinning, Assistant to
Leonard Rutland, Jr., Esquire

LR/mid
enclosure

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ARTICLES OF INCORPORATION
OF
BLUE WATER RUN CHARTERS, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is BLUE WATER RUN CHARTERS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 9767 SE Sharon Street, Hobe Sound, Florida 33455.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at one dollar (\$1.00) par value.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are William Whitson, 9767 SE Sharon Street, Hobe Sound, Florida 33455.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator of these articles of incorporation are William Whitson, 9767 SE Sharon Street, Hobe Sound, Florida 33455.



WILLIAM WHITSON
Incorporator

Designation and Acceptance of Registered Agent
for a Florida Corporation

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is BLUE WATER RUN CHARTERS, INC.
2. The name of the registered agent is WILLIAM WHITSON.
3. The address of the registered agent/registered office is 9767 SE Sharon Street, Hobe Sound, Florida 33455.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



WILLIAM WHITSON

Date: 8/21/98