

Mr. Michael A. Fryer
Princess Xanadu Charters, Inc.
6553 46th Street North, Suite 905
Pinellas Park, FL 33781

P98000081235

August 1, 1998

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

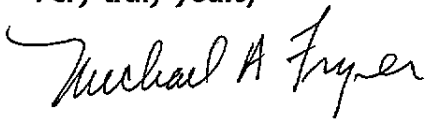
Re: Princess Xanadu Charters, Inc.

400002641054--4
-09/16/98--01058--014
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$122.50. This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above-named corporation.

Very truly yours,



Mr. Michael A. Fryer
Princess Xanadu Charters, Inc.

Enclosures

check stapled here

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 18 1998

ARTICLES OF INCORPORATION

of

PRINCESS XANADU CHARTERS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is Princess Xanadu Charters, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares of one cent (\$.01) par value Common Stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the Initial Registered Office and Agent of this Corporation is:

Michael A. Fryer
6553 46th Street North, Suite 905
Pinellas Park, FL 33781

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

Michael A. Fryer	President
6553 46 th Street North, Suite 905	
Pinellas Park, FL 33781	

Joan M. Fryer	Vice-President
6553 46 th Street North, Suite 905	
Pinellas Park, FL 33781	

The method of electing directors shall be stated in the corporation's bylaws.

ARTICLE VII - INCORPORATORS

The name and addresses of the persons signing these Articles of Incorporation is as follows:

Michael A. Fryer
6553 46th Street North, Suite 905
Pinellas Park, FL 33781

Joan M. Fryer
6553 46th Street North, Suite 905
Pinellas Park, FL 33781

ARTICLE VIII - CORPORATE OFFICE

The corporation's principal office and mailing address shall be as follows:

6553 46th Street North, Suite 905
Pinellas Park, FL 33781

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 1st day of August, 1998.

Michael A. Fryer
Michael A. Fryer

Joan M. Fryer
Joan M. Fryer

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Michael A. Fryer and Joan M. Fryer and known to me to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 1st day of August, 1998.

Sharon L. Reeger
Notary Public, State of Florida at Large
My Commission Expires:



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
PRINCESS XANADU CHARTERS, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

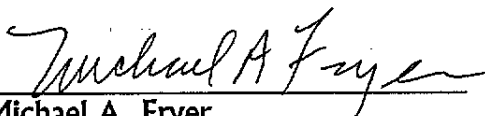
The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at:

6553 46th Street North, Suite 905
Pinellas Park, FL 33781

has named Michael A. Fryer, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

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 Florida Law in keeping open said office.


Michael A. Fryer
Registered Agent

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TALLAHASSEE, FLORIDA