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November 5, 1998

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

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-11/09/98--01046--004
*****78.75 *****78.75

RE: Calypso Yacht Charters, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for the above referenced corporation, along with this firm's check in the amount of \$78.75 to cover the cost of filing and a certified copy of the same. Please return a certified copy to this office at your earliest convenience.

Sincerely,

Francis H. Muldoon, Jr.
for Francis H. Muldoon, Jr.

FHM/rb
Enclosures

Mr. Hall

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CALYPSO YACHT CHARTERS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is:

CALYPSO YACHT CHARTERS, INC.

SECOND: The period of duration is perpetual.

THIRD: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

FOURTH: The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Common Stock with a par value of \$5.00 (or no par value) per share.

FIFTH: The address of its initial Registered Office is:

1207 SOUTH STREET
KEY WEST, FLORIDA 33040

the principal address is the same as the Registered Office, and the name of its initial Registered Agent at said address is:

MARLIES STODDARD

SIXTH: The initial Officers consist of two (2) members, who need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as officers is as follows:

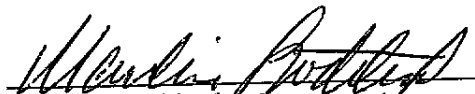
MARLIES STODDARD - PRESIDENT/SECRETARY
1207 SOUTH STREET, KEY WEST, FLORIDA 33040

ROBERT MERLE STANFILL - V. PRESIDENT/TREASURER
55B AVENUE E, KEY WEST, FLORIDA 33040

EIGHTH: The name and address of the Incorporator is:

MARLIES STODDARD, 1207 SOUTH STREET, KEY WEST, FLORIDA 33040

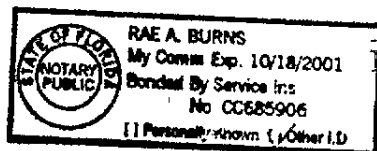
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed these Articles of Incorporation at Key West, Florida, on the 5 day of November, 1998.


Marlies Stoddard - Incorporator

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared Marlies Stoddard who produced a Florida Driver License as identification and who subscribed the above and foregoing Articles of Incorporation, and she did freely and voluntarily acknowledge before me, according to the law, that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Key West, in said County and State this 5th day of November, 1998.




NOTARY PUBLIC

(SEAL)

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT FOR
ACCEPTING SERVICE OF PROCESS WITHIN THE STATE**

Pursuant to Chapter 48.091 Florida Statutes, the following is submitted:

That CALYPSO YACHT CHARTERS, INC., is desiring to incorporate under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation, at 1207 South Street, Key West, Florida 33040 has named Marlies Stoddard, Registered Agent at such address to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation, at the address designated in the certificate, I hereby accept to act in this capacity and to comply with provisions of Chapter 18.091 Florida Statutes, relative to keeping open said office.


Marlies Stoddard - Registered Agent

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98 NOV -9 PM 4: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA