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**FAX**

**FAX #305-294-5092**

**DATE:**

**TO:**

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-12/02/98--01096--011  
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**Marriott's**

**THE REACH**

1435 Simonton Street

Key West, Florida 33040

Front Desk (305) 296-5000

**FAX #:**

**FROM:**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98DEC-2 AM 9:37  
FILED

**PAGES:**

**MESSAGES:**

Talked to Ruth  
Said to submit papers as  
of Nov 30th Articles of Incorp.  
have not been received  
Sent off Sept 15th 1998.

Thanks

Louis F. Weller Jr.  
L F. Weller 12-8  
WS

# ARTICLES OF INCORPORATION

of

Down Under Charters of Key West, Inc.  
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

Down Under Charters of Key West, Inc.

## ARTICLE II - DURATION

This 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 300 shares of common stock, par value \$ 1 per share.

## ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>1227 20th Terrace</u>		
CITY <u>Key West</u>	FLORIDA	ZIP <u>33040</u>
Mailing address, if different		
STREET ADDRESS		
CITY	FLORIDA	ZIP

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME <u>Louis F. Weller Jr.</u>		
ADDRESS <u>1227 20th Terrace</u>		
CITY <u>Key West</u>	FLORIDA	ZIP <u>33040</u>

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### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 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 director(s) of the corporation are as follows:

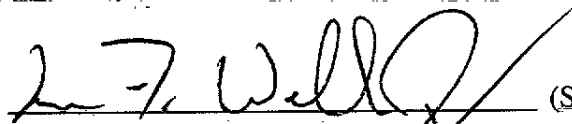

NAME	Louis F. Weller Jr.		
ADDRESS	1227 20th Terracc		
CITY	Key West	STATE	FL. ZIP 33040
NAME	Ginger L. Weller		
ADDRESS	1227 20th Terracc		
CITY	Key West	STATE	FL. ZIP 33040
NAME			
ADDRESS			
CITY		STATE	ZIP

### ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	
NAME			
ADDRESS			
CITY	STATE	ZIP	

The undersigned incorporator(s) have executed these Articles of Incorporation this \_\_\_\_\_ day of Nov 30th, 1998

 (Signature)  
 (Signature)  
\_\_\_\_\_  
(Signature)

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Down Under Charters of Key West, Inc.  
(name of corporation)

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

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1227 20<sup>th</sup> Terrace

Key West, FL 33040

has named Louis F. Weller Jr.

located at the aforesaid address, as its registered agent to accept service of process within this state.

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

L. F. Weller Jr.  
(Signature)

Nov 30 1998  
(Date)