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FILED
99 JAN -7 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P99 000001820

January 5, 1999

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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-01/07/99-01051-020
122.50 **78.75

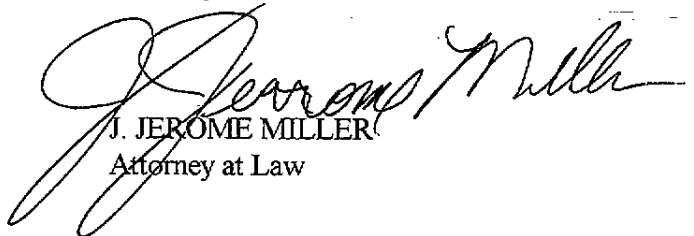
Re: Ultimate Charters, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,


J. JEROME MILLER
Attorney at Law

JJM:scw
Enclosure: As stated

JB
1-7-99

ARTICLES OF INCORPORATION

OF

ULTIMATE CHARTERS, INC.

ARTICLE I

NAME

The name of this Corporation is Ultimate Charters, Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of conducting all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 500 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 334 Sharon Drive, Niceville, FL 32578 and the initial registered agent of this Corporation at that address is Patricia A. Harvard.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least one director 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. The name and address of the initial director of this Corporation is:

Patricia A. Harvard
334 Sharon Drive
Niceville, FL 32578

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 334 Sharon Drive, Niceville, FL 32578.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Patricia A. Harvard
334 Sharon Drive
Niceville, FL 32578

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

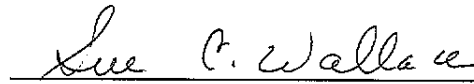
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 5th day of January, 1999.

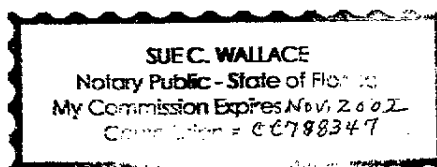

PATRICIA A. HARVARD

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared PATRICIA A. HARVARD who produced a Florida drivers license as identification and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same.

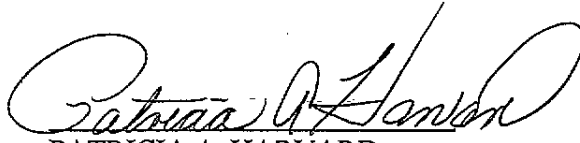
IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 5th day of January, 1999.


SUE C. WALLACE



ACCEPTANCE

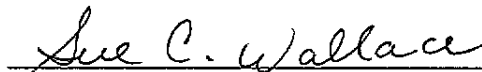
I hereby am familiar with and accept the duties and responsibilities as registered agent for Ultimate Charters, Inc.

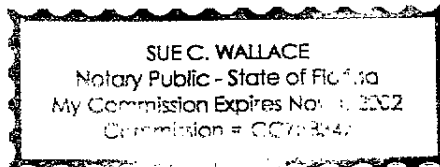

PATRICIA A. HARVARD
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared PATRICIA A. HARVARD who produced a Florida drivers license and who did take an oath, and who is the person who executed the foregoing Acceptance and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 5th day of January, 1999.


SUE C. WALLACE



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