

P990000023607

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Naples Bay Cruises
Inc.

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DIVISION OF CORPORATION

✓ Art of Inc. File _____
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Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
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Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
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EFFECTIVE DATE
03-09-99

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MAR 15 1999

Signature _____

Requested by: LB 3/15/99 8:44
Name Date Time

Walk-In _____ Will Pick Up _____

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ARTICLES OF INCORPORATION

OF

NAPLES BAY CRUISES, INC.

The undersigned subscriber to these Articles of Incorporation, Robert M. Cahners, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I.

CORPORATE NAME

The name of this corporation is Naples Bay Cruises, Inc.

ARTICLE II.

ADDRESS OF CORPORATION

The address of the principal office of the Corporation, or the mailing address of the Corporation, if the principal office is not yet known, is 4535 Lighthouse Lane, Naples, Florida, 34112.

ARTICLE III.

DURATION

The corporation shall have perpetual existence, commencing on the date of the execution and acknowledgment of these Articles or upon filing.

ARTICLE IV.

PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V.

NUMBER AND CLASS OF STOCK

The corporation is authorized to issue one class of stock which shall consist of 100 shares of \$1.00 par value common stock, and which shall be designated "common shares".

ARTICLE VI.

PREEMPTIVE RIGHTS

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

ARTICLE VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4535 Lighthouse Lane, Naples, Florida, 34112, and the name of the initial registered agent of the corporation at that address is Robert M. Cahners. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII.

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of the corporation is:

Name	Address
Robert M. Cahners	4535 Lighthouse Lane, Naples, Florida, 34112

ARTICLE IX.

INCORPORATOR

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

Name	Address
Robert M. Cahners	4535 Lighthouse Lane, Naples, Florida, 34112

ARTICLE X.

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this
9 day of March, 1999.

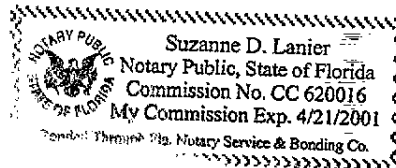
Robert M. Cahners
Robert M. Cahners

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 9 day of March, 1999, by Robert
M. Cahners, who is personally known to me or who has produced FI DC as
identification.

Suzanne D. Lanier
Notary Public
Typed Name:
My Commission Number is:
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, 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 corporations is: Naples Bay Cruises, Inc.

2. The Name and address of the registered agent and office is: 4535 Lighthouse Lane,
Naples, Florida, 34112

ARTICLE XII.

ACCEPTANCE

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.

Robert M. Cahners
Robert M. Cahners

Date March 9, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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