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SWALM & MURRELL, P.A.
of Counsel

May 20, 1999

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

600002882476--5
-05/21/99--01074--013
****122.50 *****78.75

Re: Naples Sailing, Inc.


Gentlemen:

Enclosed are the Articles of Incorporation for the above-named corporation along with a copy to be certified and returned to our office. Also enclosed is a check in the amount of \$122.50 to cover the following:

1) Filing Fee	\$35.00
2) Certified Copy	52.50
3) Registered Agent	<u>35.00</u>
	\$122.50

Please use the envelope provided to federal express the certified copy of the Articles back to our office. Thank you for your attention to this matter.

Very truly yours,


Mary E. Anzicek-Hernandez
Legal Assistant to Mr. Francoeur

:meah
Enclosures

D. BROWN MAY 26 1999

ARTICLES OF INCORPORATION
OF
NAPLES SAILING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 21 AM 11:59

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is NAPLES SAILING, INC.

ARTICLE II - DURATION

The term of this corporation is perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting and transacting any and all lawful business permitted under the laws of the State of Florida and the United States and specifically a yacht charter business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PRINCIPAL OFFICE AND AGENT

The street address of the principal office of this corporation is 4620 Gail Boulevard, Naples, Florida 34104, and the name of the initial registered agent is Leonard G. Wassmer.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director (1) director


initially. The number of directors may be either increased or decreased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial board of directors is:

Leonard G. Wassmer 4620 Gail Boulevard
Naples, Florida 34104

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are: Leonard G. Wassmer, 4620 Gail Boulevard, Naples, Florida 34104.

IN WITNESS WHEREOF, I have subscribed my name this 20
day of May, 1999.


LEONARD G. WASSMER

STATE OF FLORIDA
COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County last aforesaid, this day personally appeared LEONARD G. WASSMER to me known to be the person described in and who executed the foregoing instrument and he acknowledged to and before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal this 20th day of May, 1999.


NOTARY PUBLIC (S E A L)

My Commission Expires:



Mary E. Anzick-Hernandez
MY COMMISSION # CC782008 EXPIRES
October 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

APPOINTMENT OF RESIDENT AGENT

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 21 AM 11:59

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.


NAPLES SAILING, INC., a corporation organized under the laws of the State of Florida, with its principal office at 4620 Gail Boulevard, in the City of Naples, County of Collier, and State of Florida 34104, has named Leonard G. Wassmer, as its resident agent to accept service of process within this State.

OFFICERS:

Leonard G. Wassmer	President/ Secretary Treasurer
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DIRECTORS:

Leonard G. Wassmer	4620 Gail Boulevard Naples, Florida 34104
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Dated: 5-20-99 
Signed: LEONARD G. WASSMER

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


SIGNED: LEONARD G. WASSMER