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ADMITTED IN FL AND MA

June 11, 1999

Division of Corporations
409 East Gains Street
Tallahassee, Florida 32299

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for BLUE WATERS, INC., in duplicate, together with a check in the amount of \$131.35 representing the cost of filing the articles, a certified copy of same and a certificate of status.

If there are any questions please do not hesitate to contact the undersigned.

Very truly yours,

Mary James

Mary James, Legal Assistant
Scott M. Grant, P.A.

SMG/mj
Enclosures

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99 JUN 15 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 16 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BLUE WATERS, INC.

The undersigned, being a natural person of the age of twenty-one(21) years or more and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Florida Statutes Chapter 607, as amended, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is BLUE WATERS, INC. and the street and mailing address of the Corporation is 2893 Poinciana Drive, Naples, Florida 34105.

ARTICLE II

The street address of the initial registered office of the Corporation shall be 2893 Poinciana Drive, Naples, Florida 34105 and the name of the initial registered agent at that address shall be JOSHUA R. HOFFMAN.

ARTICLE III

The capital stock of the Corporation will consist of One Thousand (1000) shares of common stock with no par value.

ARTICLE IV

The name and address of the incorporators are as follows:

JOSHUA R. HOFFMAN
2893 Poinciana Drive
Naples, Florida 34105

ARTICLE V

The name and address of each member of the initial Board of Directors of the Corporation who shall hold office until their successors are elected or appointed are:

JOSHUA R. HOFFMAN
2893 Poinciana Drive
Naples, Florida 34105

Director

ARTICLE VI

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted, promoted and carried on by the Corporation are to be a charter fishing excursion and otherwise provide licensed captain services and to conduct any and all business permitted under the laws of the State of Florida.

ARTICLE VII

The By-Laws of this Corporation may be amended, altered or repealed by the Board of Directors.

ARTICLE VIII

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

ARTICLE IX

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such person if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE X

Each director or officer, or former director or officer of this Corporation and his legal representatives, shall be


indemnified by the Corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a part by reason off his being or having been such director or officer; and any person who at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative , shall in like manner be indemnified by this Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or preceding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI

No holder of common shares of this Corporation shall be entitled of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board

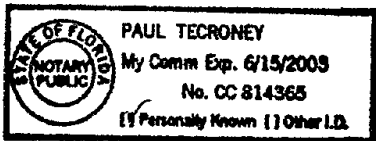
of Directors, in their absolute discretion, may deem advisable.

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Incorporation on this 7 day of June, 1999.

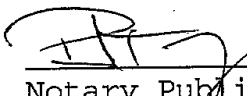

JOSHUA R. HOFFMAN

STATE OF FLORIDA
COLLIER COUNTY

The foregoing instrument was acknowledged before me this 7 day of June, 1999 by JOSHUA R. HOFFMAN, who is personally known to me or has produced Personally Known as identification and who did (did not) take an oath.



(SEAL)

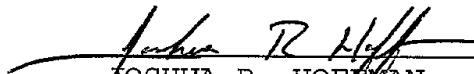

Notary Public

Paul Tecronev
Notary Public Name Print

My Commission Expires: 6/15/2005

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

The undersigned, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


JOSHUA R. HOFFMAN

Dated: June 7, 1999

PREPARED BY:
Scott M. Grant, Esquire
Scott M. Grant, P.A.
3341 Tamiami Trail North
Naples, Florida 34103
(941) 649-4848
Florida Bar No: 339229

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