

P990000 S4713

June 10, 1999

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-06/15/99 --01072--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for Magellan Offshore Fishing Tours, Inc. Please register and provide me with an executed copy of same. Enclosed is a check for \$78.75 covering the State's fees and a self-addressed Airborne airway bill for use in returning the Articles.

Please call me at (305) 592-9412 if you have any questions.

Sincerely,



Richard A. Garcia  
Incorporator  
Magellan Offshore Fishing Tours, Inc.

FILED  
99 JUN 15 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

Magellan Offshore Fishing Tours, Inc.

I, the undersigned, hereby make, describe,  
acknowledge, and file these Articles of Incorporation for the  
purpose of becoming a corporation under the laws of the State of  
Florida.

ARTICLE I

IDENTIFICATION

The name of this corporation is Magellan Offshore  
Fishing Tours, Inc. and its principal place of business is 8240  
N.W. 52<sup>nd</sup> Terrace, Suite 518, Miami, Florida 33166

ARTICLE II

DURATION

This corporation shall have perpetual existence which  
shall commence on the date of the filing of these Articles with  
the Secretary of State.

ARTICLE III

PURPOSES

The corporation may engage in any activity or business  
permitted under the laws of the United States and of the State of  
Florida.

ARTICLE IV

AUTHORIZED SHARES

The capital stock of this corporation shall consist of  
7500 Shares of Common Stock of One Dollar (\$1.00) par value each,  
all or part of said stock to be issued from time to time as may  
be determined by the Board of Directors. There shall be no  
preemptive right granted to the stockholders with respect to the  
shares of the corporation. On dissolution or liquidation of the  
corporation, holders of the stock shall be entitled to

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distribution ratably as their holdings may appear upon the stock record of the corporation.

#### ARTICLE V

##### REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and his address is as follows: Richard A. Garcia, 8240 N.W. 52<sup>nd</sup> Terrace, Suite 518, Miami, Florida 33166

#### ARTICLE VI

##### BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than 7. The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have one (1) director(s). The names and address of the initial Director is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Richard A. Garcia	2997 N.W. 97 <sup>th</sup> Court Miami, Florida 33172

#### ARTICLE VII

##### INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows: Richard A. Garcia, 2997 N.W. 97<sup>th</sup> Court, Miami, Florida 33172.

#### ARTICLE VIII

##### ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and

places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

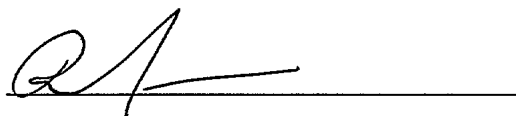
2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

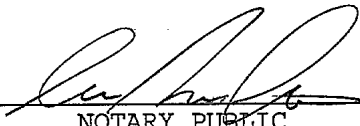
IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid this 10th day of June, 1999.

A handwritten signature in dark ink, consisting of a stylized 'R' followed by a horizontal line, is positioned above a solid horizontal line.

STATE OF FLORIDA )  
 : SS.  
COUNTY OF Miami Dade)

BEFORE ME, the undersigned authority, personally appeared Richard A. Garcia, who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation; and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami, Miami Dade County, Florida, this 10 day of June, 19  .

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

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In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

Magellan Offshore Fishing Tours, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the County of Dade, State of Florida has named Richard A. Garcia, as its agent, whose address 8240 N.W. 52<sup>nd</sup> Terrace, Suite 518, Miami, Florida 33166 to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and I agree to comply with the provision of said Act relative to keeping open said office and I accept the obligations of Section 607.325 of the Florida Statutes.

By:  \_\_\_\_\_

ARTICLES

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99 JUN 15 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA