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CHRIS CADENHEAD
ATTORNEY AT LAW

420 EAST PINE AVENUE
CRESTVIEW, FLORIDA 32539
PHONE (850) 682-6164
FACSIMILE (850) 682-8343

REPLY TO: P.O. Box 727
CRESTVIEW, FL 32536

ACCLAIM CORPORATE PLAZA
SUITE C-137
155 CRYSTAL BEACH DRIVE
DESTIN, FLORIDA 32541
PHONE (850) 837-5509
FACSIMILE (850) 650-4556

September 2, 1999

Secretary of State
Corporation Division
409 East Gaines Street
P. O. Box 6327
Tallahassee, Florida 32314

800002982098--4
-09/09/99-01029-005
122.50 **78.75

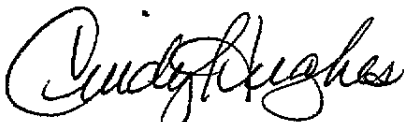
RE: SUN PRINCESS CHARTERS, INC

Enclosed please find an original and photocopy of the Articles of Incorporation and Certificate Designating Place of Business for the above referenced corporation. In addition, enclosed is a check in the amount of \$122.50 for the filing costs.

Please file the original of the Articles and return a certified copy of the same to our address.

Should you require additional information please do not hesitate to contact me.

Thank you,



Cindy Hughes
Legal Assistant to
CHRIS CADENHEAD

/ch

Cindy Hughes GAVE

AUTHORIZATION BY PHONE TO

CORRECT

Registered Agent

DATE

9/15/99

DOC. EXAM.

Fee

FILED
99 SEP -9 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

SUN PRINCESS CHARTERS, INC.

FILED
99 SEP -9 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - Name. The name of the corporation is **SUN PRINCESS CHARTERS, INC.**

ARTICLE II - Corporate Purpose and Powers. This corporation is initially organized for the transaction of any and all lawful business for which corporations may be incorporated under Section 607.0302 of the Florida Statutes.

This corporation shall have all corporate powers enumerated in said Section 607.0302.

ARTICLE III - Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock. Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00) per share.

Stock shall be issued under Section 1244 of the Internal Revenue Code. The shareholders shall have preemptive rights pursuant to Section 607.0630, F.S. The transfer of shares of the corporation by its shareholders may be restricted in the manner allowed under Section 607.0627, F.S.

ARTICLE IV. Initial Capital. The amount of capital with which the corporation will begin business shall not be less than \$500.00.

ARTICLE V. Duration. The corporation shall have perpetual existence.

ARTICLE VI - Initial Registered Office and Agent.

The address of the principal office of this corporation in this state is 420 East Pine Avenue, Crestview, Florida 32539. The street address of the initial registered office of this corporation is 420 East Pine Avenue, Crestview, Florida 32539 and the mailing address is the same; the initial registered agent at that address shall be **CHRIS CADENHEAD**.

ARTICLE VII - Management by Shareholders. The corporation, pursuant to the authority vested in Sections 607.0202, F.S. and 607.0206, F.S., shall be managed by its stockholders rather than a board of directors, and the stockholders shall adopt the By Laws and elect the officers. The initial stockholders in the corporation and who shall initially manage the business and who shall have the right to act without a meeting pursuant to 607.0704, F.S. are:

HENRY C. HUFF

The initial Officer(s) of this corporation shall be as follows: Mailing Addresses

HENRY C. HUFF - President / Secretary
420 E. Pine Avenue
Crestview, Florida 32539

ARTICLE VIII - Subscribers. The names and addresses of the person signing these Articles is:

HENRY C. HUFF
420 E. Pine Avenue
Crestview, Florida 32539

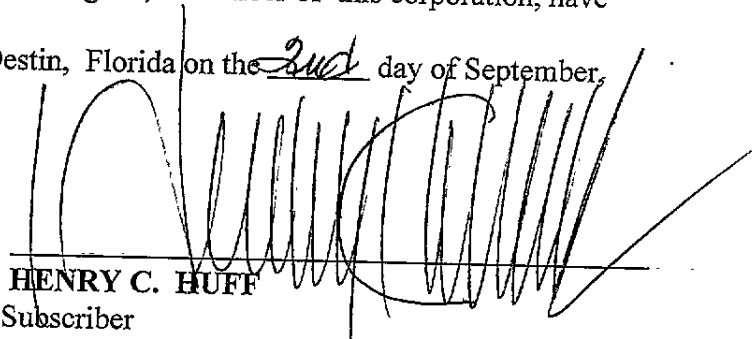
ARTICLE IX - By-laws. The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in the shareholders.

ARTICLE X - Amendment. These Articles may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon.

ARTICLE XI - Dissolution.

The corporation may be dissolved at any time by unanimous written consent of the shareholders, or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

IN WITNESS WHEREOF, I, the undersigned, subscriber of this corporation, have executed these articles of incorporation at Destin, Florida on the 2nd day of September, 1999.


HENRY C. HUFF
Subscriber

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **HENRY C. HUFF** and is the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this 2nd day of September, 1999.


NOTARY PUBLIC

My Commission Expires:



Cynthia F. Hughes
MY COMMISSION # 00623527 EXPIRES
March 16, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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

In pursuance of Section 607.0501, Florida Statutes, the following is submitted in compliance with said Act.

That **SUN PRINCESS CHARTERS, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Destin, Okaloosa County, Florida, hereby names:

CHRIS CADENHEAD
420 East Pine Street
Crestview, Florida 32539

as its agent to accept service of process within the State of Florida. The registered office of the corporation is the principal office of the business, to wit:

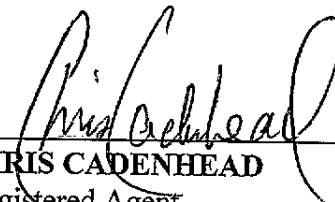
420 East Pine Street
Crestview, Florida 32539

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby agrees to accept service of process within the State of Florida.

Having been named as resident agent to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the designation to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

FILED
99 SEP -9 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Dated this 9th day of September, 1999.


CHRIS CADENHEAD
Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **CHRIS CADENHEAD**, as Registered Agent and is the individual described in and who executed the foregoing designation of registered agent and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County above stated this 9th day of September, 1999.


NOTARY PUBLIC
My Commission Expires:



Cynthia F. Hughes
MY COMMISSION # CC623527 EXPIRES
March 16, 2001
BONDED THRU TROY FAIR INSURANCE, INC.