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LAW OFFICE OF
WAGGONER & BRUEHL, P.A.

Timothy J. Bruehl

5400 Pine Island Road, Suite D
Bokeelia, FL 33922
(941) 283-1076
(941) 283-7567 Fax

Paul H. Waggoner
of Counsel

December 2, 1999

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12/03/99-01078-013
*****78.75 *****78.75

Secretary of State
Attention: Corporate Division
State Capital
Tallahassee, FL 32303

Re: DENNIS HAVLIN FISHING TOURS COMPANY, INC.

Gentlemen/Madam:

We are enclosing herewith duplicate originals of the Articles of Incorporation for the above-named. Our check in the amount of \$78.75 is also enclosed.

Would you please file the original Articles of Incorporation and return a certified copy of the same to our office.

Thank you for your assistance and cooperation.

Very truly yours,



Timothy J. Bruehl
TJB/emg
Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
DENNIS HAVLIN FISHING TOURS COMPANY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be DENNIS HAVLIN FISHING TOURS COMPANY, INC.

ARTICLE II PRINCIPAL OFFICE

The street address of the principal office is 7881 Barrancas Avenue, Bokeelia, Florida 33922, and mailing address of this corporation shall be 7881 Barrancas Avenue, Bokeelia, Florida 33922.

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES, consisting of one class only designated as "common stock," with par value of \$1.00 per share.

The Stock of the corporation shall be restricted as to transfer as follows, which restriction shall be imprinted upon the stock certificates issued by the corporation:

No stock of the corporation shall be transferred until such transfer has been proposed in writing to the Board of Directors of the corporation by written proposal filed with them stating the number of shares to be transferred, the price per share, and the name of the transferee. The Board of Directors shall within sixty (60) days after receipt of such proposal either consent to the transfer or furnish a purchaser for the shares at the same price. Failure of the Directors to act upon such a proposal within sixty days after receipt thereof shall be deemed to consent by them to the proposed transfer. No such proposed transfer shall be made until the aforesaid sixty (60) days have expired or the Board of Directors have consented thereto.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is

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DENNIS HAVLIN, and his address is 7881 Barrancas Avenue, Bokeelia, Florida 33922, and the designated agent by his signature hereon, does hereby declare that he is familiar with and accepts the duties, responsibilities and obligations as registered agent for said corporation pursuant to the provisions of Section 607.0501, Florida Statutes.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is DENNIS HAVLIN at 7881 Barrancas Avenue, Bokeelia, Florida 33922.

ARTICLE VI DIRECTORS

The number of the directors constituting the initial Board of Directors of the corporation are two (2), and thereafter the number of directors shall be such number as is fixed from time to time by the by-laws. The initial Board of Directors shall be the following: DENNIS HAVLIN, 7881 Barrancas Avenue, Bokeelia, Florida 33922, and JEANELLE HAVLIN, 7881 Barrancas Avenue, Bokeelia, Florida 33922.

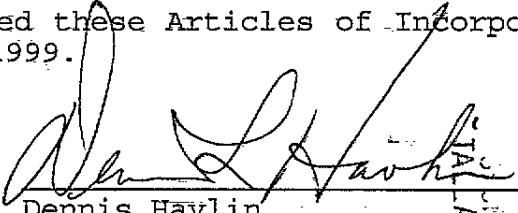
ARTICLE VII PERIOD OF EXISTENCE

The period of its existence is perpetual.

ARTICLE VIII PURPOSE

The purpose or purposes for which this corporation is organized is to engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607 of the Florida Statutes).

The undersigned has executed these Articles of Incorporation this 2nd day of December, 1999.


Dennis Havlin
Incorporator and
Registered Agent

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CLERK OF COURT
TALLAHASSEE, FLORIDA

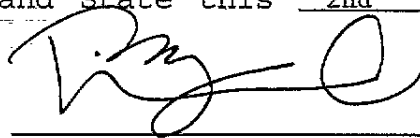
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STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared
me, an officer duly authorized to administer oaths and take
acknowledgments, DENNIS HAVLIN, who (X) is personally known to
me or () who has produced a driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed
my official seal at said County and State this 2nd day of
December, 1999.



My commission expires:

Notary Public

Printed Name: Timothy J. Bruehl



Timothy John Bruehl
Commission # CC 781597
Expires OCT. 7, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.