



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is CAPTAIN FRANCES, INC.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

To own and operate a charter fishing boat and to do any other
such things as are necessary or proper in connection therewith and
to engage in any lawful activity within the General Corporation
Laws of the State of Rhode Island

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 100 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

No Par Value

or

(b) If more than one class: Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

6. Provisions (if any) for the regulation of the internal affairs of the corporation:

See Exhibit A

7. The address of the initial registered office of the corporation is 133 Old Tower Hill Road

(Street)

South Kingstown, RI 02879 and the name of its initial registered agent at such address is
(City/Town) (Zip Code)

James V. Aukerman

8. The number of directors constituting the initial board of directors of the corporation is Two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title	Name	Address
President	<u>Francis W. Blount</u>	<u>PO Box 3724, Peace Dale, RI 02879</u>
& Treasurer		
V.Pres. &	<u>Christine Blount</u>	<u>PO Box 3724, Peace Dale, RI 02879</u>
Secretary		

9. The name and address of each incorporator is:

Name	Address
<u>James V. Aukerman</u>	<u>133 Old Tower Hill Road, Wakefield, RI</u> <u>02879</u>

10. Date when corporate existence to begin: Upon filing
(not more than 30 days after filing of these articles of incorporation)

Dated January 25, 19 99

FILED

JAN 27 1999

STATE OF RHODE ISLAND
COUNTY OF WASHINGTON

James V. Aukerman

Signature of each Incorporator

In South Kingstown, on this _____ day of January, 19 99, personally appeared
before me James V. Aukerman

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

June Grant
Notary Public

My Commission Expires: _____

JUNE GRANT

Notary Public, State of Rhode Island
Commission Expires 6/1/2001

EXHIBIT A

Any action--excepting actions pursuant to Section 7-1.1-67, 7-1.1-70.1, or 7-1.1-72 of the Rhode Island General Laws--required or permitted to be taken at a meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to vote were present and voted. Prompt notice of such actions shall be given to all shareholders who would have been entitled to vote upon such action if a meeting of shareholders were present.

The corporation may be dissolved at any time upon an affirmative vote of the holders of 50 percent or more of the shares of the corporation.

The sale, transfer or other disposition of shares in the corporation is restricted in accordance with the provisions of the By-Laws of the corporation.