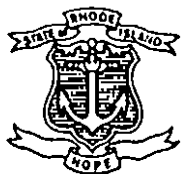


Filing Fee: \$150.00

ID Number: 100784



## 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 American Eagle Charters Corp.

~~(This is a close corporation pursuant to § 7-1.1-5 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 engage in the business of chartering, maintaining and operating boats, yachts,  
and other vessels of every kind and nature, and the undertaking of any and all actions  
and things incidental thereto, and to transact any and all lawful business for which  
corporations may be incorporated under the Rhode Island business corporations act,  
as the same may be amended from time to time hereafter.

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

(a) If only one class: Total number of shares 8,000 (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.):

par value \$0.01

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:

The shareholders will have no preemptive rights to acquire unissued or treasury  
shares or securities convertible into shares or carrying a right to subscribe to  
or acquire shares.

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

none

7. The address of the initial registered office of the corporation is One Citizens Plaza, Suite 840  
(Street)

Providence, RI 02903

(City/Town)

(Zip Code)

and the name of its initial registered agent at such address is

John R. Gowell, Jr.

8. The number of directors constituting the initial board of directors of the corporation is one 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

W. Herbert Marshall

100 Deacon Ct., Barnstable, MA 02630

9. The name and address of each incorporator is:

Name

Address

John R. Gowell, Jr.

One Citizens Plaza, Suite 840, Prov., RI 02903

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

Dated May 28, 1998

John R. Gowell, Jr.

Signature of each Incorporator

FILED

MAY 28 1998

STATE OF  
COUNTY OF

By John R. Gowell, Jr. 201591

In Providence, on this 28th day of May, 1998, personally appeared  
before me John R. Gowell, Jr.

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.

86: 117 41 11 02 AM

NOTARY PUBLIC  
STATE OF RHODE ISLAND  
COMMISSION EXPIRES 10/5/2000

Susan Marie Cook  
Notary Public  
My Commission Expires: State of Rhode Island  
Commission Expires 10/5/2000