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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 922-4001

EFFECTIVE DATE  
9-19-00

From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

00 SEP 20 AM 11:08  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.  
Yachts U.S., Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 0       |
| Page Count            | 03      |
| Estimated Charge      | \$78.75 |

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## ARTICLES OF INCORPORATION

EFFECTIVE DATE  
9-19-00

### Article I. Name

The name of this Florida corporation is:  
Yachts U.S., Inc.

### Article II. Address

The Corporation's mailing address is:  
Yachts U.S., Inc.  
808 Brickell Key Drive  
#1202  
Miami FL 33131

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### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Nelson Slosbergas  
501 Brickell Key Drive, Suite 400  
Miami FL 33131

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Roberto R. Ribeiro  
Ricardo Ricco

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Nelson Slosbergas | FL Bar Member 378887  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami FL 33131  
305-374-0030

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Article V. Capital Stock

The Corporation shall have the authority to issue 5,000 shares of common stock, par value \$1.00 per share.

Article VI. Incorporator

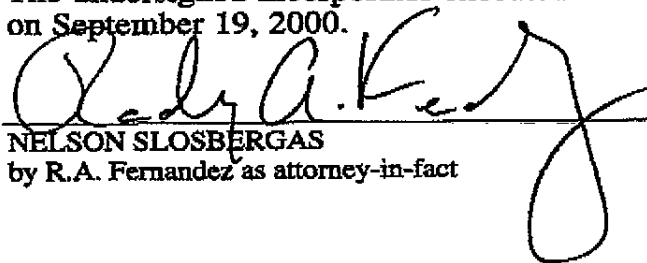
The name and address of the incorporator is:

Nelson Slosbergas  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on September 19, 2000.

The undersigned incorporator executed these Articles of Incorporation on September 19, 2000.

  
\_\_\_\_\_  
NELSON SLOSBERGAS  
by R.A. Fernandez as attorney-in-fact

Nelson Slosbergas | FL Bar Member 378887  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami FL 33131  
305-374-0030

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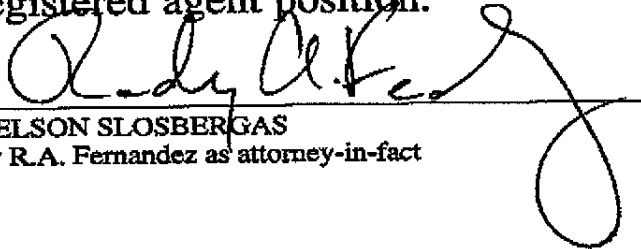
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**  
Yachts U.S., Inc.

**REGISTERED AGENT/OFFICE:**  
Nelson Slosbergas  
501 Brickell Key Drive, Suite 400  
Miami FL 33131

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



NELSON SLOSBERGAS  
by R.A. Fernandez as attorney-in-fact

Date: September 19, 2000

Nelson Slosbergas | FL Bar Member 378887  
Slosbergas & Fernandez, L.L.P.  
501 Brickell Key Drive, Suite 400  
Miami FL 33131  
305-374-0030

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