

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): 2. (Corporation Name) (Document #) (Corporation Name) (Document #) (Document #) Walk in Certified Copy Pick up time Mail out Certificate of Status Will wait Photocopy **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger 1 REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement

Examiner's Initials

Trademárk

Other

CR2E031(10/92)

ARTICLES OF INCORPORATION

OF

RBC YACHTS, INC.

ARTICLE I: NAME

The name of this corporation is RBC YACHTS address 2410 Harbourside Drive, Unit 144, Longboat Key Florida 34228.

ARTICLE II: DURATION

This corporation shall have perpetual existence.

ARTICLE III: PURPOSE

This corporation is organized to transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act and for the purpose of manufacturing, purchasing or otherwise acquiring, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; and to carry on any business which can be advantageously pursued in conjunction with or incidental to any of the above purposes.

ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is

offered to others.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 315 N.E. Third Avenue, Suite 200, Ft. Lauderdale, Florida 33301 and the name of the initial registered agent of this corporation is:

WALTER L. MORGAN

ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one. The name and address of the initial director of this corporation are:

Rodger R. Rohde 2410 Harbourside Drive Unit 144 Longboat Key, Florida 34228

ARTICLE VIII: INCORPORATOR

The name and address of the person signing these Articles is:

Walter L. Morgan 315 N.E. Third Avenue Suite 200 Fort Lauderdale, Florida 33301

ARTICLE IX: INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders

is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of March, 2002.

Walter L. Morgan

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28th day of March, 2002, by Walter L. Morgan, who (X) is personally known to me or who () has produced as identification and who () did or () did not take an oath.

Notary Public, State of Florida

Print name:

My Commission Expires:

(seal)



REGISTERED AGENT CERTIFICATE

In pursuance of Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted: THAT, RBC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Longboat Key, State of Florida, has named Walter L. Morgan, 315 N.E. Third Avenue, Suite 200, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

RBC, INC.

By: <u>Af Albaro (1)</u> Walter L. Morgan

Dated: March 29, 2002

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. The undersigned is familiar with and accepts the obligations of this position.

Walter L. Morgan, Registered Agent

Walter L. Morgan, Registered

Dated: March 29, 2002.