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LAW OFFICES

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RODRIGO L. SAAVEDRA, JR.

MICHAEL I. PUGLIESE

May 1, 2002

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
02 MAY 10 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Hillsboro Inlet Marina Captains' Association, Inc.

Dear Sir/Madam:

I have enclosed the original and one copy of the Articles of Incorporation for Hillsboro Inlet Marina Captains' Association, Inc. along with this firm's check in the amount of \$78.75. Please return a certified copy of the Articles of Incorporation to me in the envelope provided.

Thank you for your attention to this matter.

Very truly yours,



RODRIGO L. SAAVEDRA, JR.

RLS:nhc

Enclosures

gys/IS

FILED

02 MAY 10 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HILLSBORO INLET MARINA CAPTAINS' ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Corporation Act of the State of Florida, does hereby certify and adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is Hillsboro Inlet Marina Captains' Association, Inc.

ARTICLE II: TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when this document is received by the Secretary of State.

ARTICLE III: PURPOSE

The corporation may engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV: ADDRESS

The street address of the principal office of the corporation is 2705 North Riverside Drive, Pompano Beach, FL 33062.

ARTICLE V: DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation

is three. The names and addresses of the Directors who will serve on the initial Board of Directors are:

Tom Horn	President
Edwin F. Wheeler, Jr.	Vice President
Edwin F. Wheeler, Sr.	Secretary/Treasurer

ARTICLE VI: INCORPORATOR

The name and address of the initial incorporator is Rodrigo L. Saavedra, Jr., Esquire, 3000 North Federal Highway, Building Two, Suite 200, Fort Lauderdale, Florida 33306.

ARTICLED VII: BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Shareholders.

ARTICLE VIII: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1000) at One Dollar (\$1.00) par value, per share.

ARTICLE X: INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles
of Incorporation, this 30 day of April, 2002.

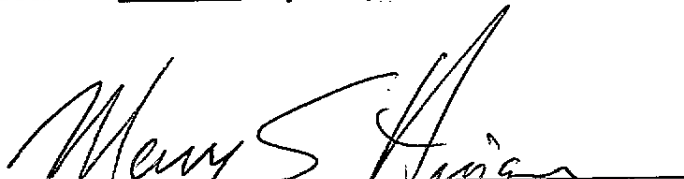


Rodrigo L. Saavedra, Jr., Subscriber

STATE OF FLORIDA)
)SS.:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 30 day of April, 2002,
by RODRIGO L. SAAVEDRA, JR., to be known to be the person described in and who executed
the foregoing instrument, and he acknowledged to and before me that he executed said
instrument for the purposes therein expressed.

WITNESS my hand and official seal this 30 day of April, 2002.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF AND PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 607.037, F.A.:

HILLSBORO INLET MARINA CAPTAINS' ASSOCIATION, INC., organized under the laws of the State of Florida, with its principal office at 2705 North Riverside Drive, Pompano Beach, FL 33062 has named TOM HORN as its Agent to accept service of process at 601 Pine Drive, #104, Pompano Beach, FL 33060.

NEWLY ELECTED OFFICERS:

ADDRESS:

Tom Horn	- President	601 Pine Drive, #104, Pompano Beach, FL 33060
Edwin F. Wheeler, Jr.	- Vice President	2240 NE 46 Street, Lighthouse Point, FL 33064
Edwin F. Wheeler, Sr.	- Secretary/Treasurer	2736 NE 12 Street, Pompano Beach, FL 33062



RODRIGO L. SAAVEDRA, JR.

I agree, as Registered Agent, to accept service of process, to keep office open during prescribed hours, to post my name in some conspicuous place in office as required by law.



TOM HORN