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TALLAHASSEE, FLORIDA

**Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

INTERNATIONAL YACHTING CONSULTANTS II, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION

OF

INTERNATIONAL YACHTING CONSULTANTS II, INC.

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TALLAHASSEE, FLORIDA

I, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a Corporation For Profit.

ARTICLE I
NAME

The name of the corporation shall be INTERNATIONAL YACHTING CONSULTANTS II, INC.

ARTICLE II
DURATION

The corporation shall have perpetual existence.

ARTICLE III
PURPOSE

The corporation shall be entitled to engage in any and all lawful activities or business permitted under the laws of the United States and of this State. This corporation reserves the right if it so wishes to elect to be an 1120 Subchapter S corporation and the right to elect to approve and adopt a plan to offer shares of common stock for sale under said section of the Internal Revenue

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Service Code and all other rights contained therein and may elect to receive all rights of Section 1244 of the Internal Revenue Service Code of 1954 as amended.

ARTICLE IV.
CAPITAL STOCK

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is One Hundred (100) shares.

ARTICLE V.
CAPITALIZATION

The corporation will begin business with not less than One Hundred Dollars (\$100).

ARTICLE VI
REGISTERED AGENT

The name and address of the initial Registered Agent of the corporation are GARY J. ROTELLA, ESQUIRE, Gary J. Rotella & Associates, P.A., New River Center, Suite 1850, 200 East Las Olas Boulevard, Fort Lauderdale, Florida 33301-2276.

ARTICLE VII
REGISTERED OFFICE

The initial registered office of this Corporation shall be 1323 Southeast 17th Street, #170, Fort Lauderdale, Florida 33316.

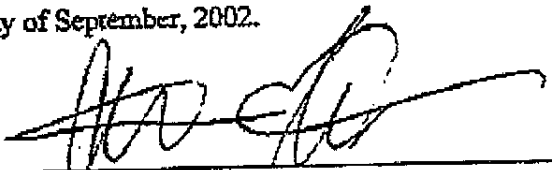
ARTICLE VIII.
CORPORATE OFFICES

The principal place of business of the Corporation shall be 1323 Southeast 17th Street, #170, Fort Lauderdale, Florida 33316, but the Corporation may maintain offices and transact business in such places within and without the State of Florida as may, from time to time, be designated by the Board of Directors.

ARTICLE XII
AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 24th day of September, 2002.



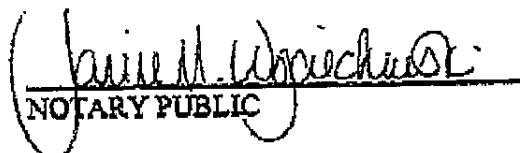
CLIFF SELTZER

STATE OF FLORIDA }
 ss.
COUNTY OF BROWARD }

I HEREBY CERTIFY that before the undersigned authority, fully authorized to administer oaths and take acknowledgments, personally appeared CLIFF SELTZER, who is personally known to me to be the person who made and executed the same for the uses and purposes therein expressed, and who did/did not take an oath.

WITNESS my hand and notarial seal at Fort Lauderdale, Florida, this 24th day of September, 2002.

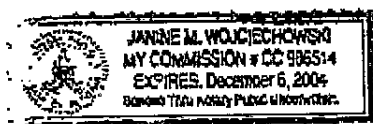
My Commission Expires:



NOTARY PUBLIC

Janine M. Wojciechowski

Printed Name



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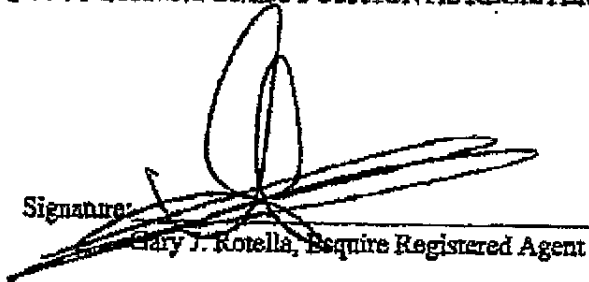
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First That International Yachting Consultants II, Inc. Desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation has named Gary J. Rotella, Esquire, located at Gary J. Rotella & Associates, P.A., New River Center, Suite 1850, 200 East Las Olas Boulevard, City of Fort Lauderdale, Florida 33301-2276, County of BROWARD, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:



Gary J. Rotella, Esquire Registered Agent

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