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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

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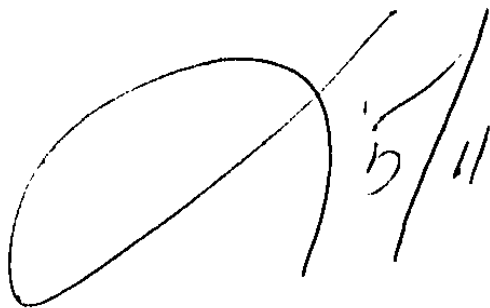
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FAX AUDIT NUMBER: H95000005278
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TALLAHASSEE, FLORIDA

6/4/95
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**Articles of Incorporation
of
YACHT, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is YACHT, Inc. (hereinafter called the "Corporation").

ARTICLE II

PURPOSE

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
1,000	\$0.01	Common

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Florida is Two Hundred South Biscayne Blvd., Suite 4820, Miami, County of Dade, and the name of its registered agent at such address is Ronald A. Marini.

Ronald A. Marini, Esq.
200 S. Biscayne Blvd.
Suite 4820
Miami, Fla 33131
(305) 374-4424
Florida Bar # 354422

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ARTICLE V

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

YACHT, Inc.
200 S. Biscayne Blvd., Suite 4820
Miami, Florida 33131

ARTICLE VI

DIRECTORS

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the names and addresses of the members of the Board of Directors, who are to serve as the Corporation's directors until their successors are duly elected and qualified are:

Ronald A. Marini
200 S. Biscayne Blvd., Suite 4820
Miami, Florida 33131

ARTICLE VII

INCORPORATOR

The name of the Incorporator is Ronald A. Marini, Esq. and the address of the Incorporator is Two Hundred South Biscayne Blvd., Suite 4820, Miami, Florida 33131.

ARTICLE VIII

INDemnIFICATION

This Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

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TO

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IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida General Corporation Act of the State of Florida has signed these Articles of Incorporation this 22 day of May, 1995.


Ronald A. Martin, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

That desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article IV of the Certificate of Incorporation, at the City of Miami, County of Dade, State of Florida, YACHT, Inc. has named Ronald A. Marini, located at Two Hundred South Biscayne Boulevard, Suite 4820, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, Ronald A. Marini hereby agrees to act in this capacity as registered agent, and agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 10 day of MAY, 1995.

REGISTERED AGENT

By: 

Ronald A. Marini

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