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George E. Loomis

Attorney at Law

201 East Government Street  
Tallahassee, Florida 32301

1-904-432-7723

March 20, 1996

Florida Division of Corporations  
ATTN: New Filings  
P. O. Box 6327  
Tallahassee, FL 32314

Re: R & R YACHTS, INC.

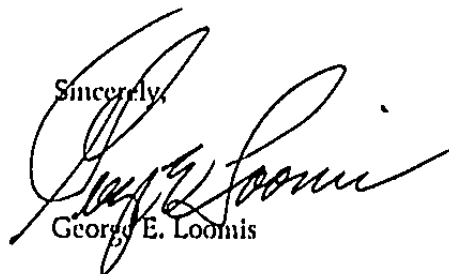
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\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed for filing please find articles of incorporation for the above referenced corporation and a copy of the same articles for stamping "filed" and returning to me with the certificate of incorporation. Also enclosed is my check in the amount of \$122.50 (filing fee = \$35.00; certified copy = \$52.50; and registered agent designation = \$35.00). Once filed, please return the copy of the articles stamped "filed" and the certificate of incorporation to me.

Thank you for your attention to this matter.

Sincerely,

  
George E. Loomis

GEL/gj  
Enclosures

FILED  
96 MAR 22 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AL MAR 28 1996

**ARTICLES OF INCORPORATION  
OF  
R & R YACHTS, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I.  
NAME**

The name of the corporation shall be: R & R YACHTS, Inc.

**ARTICLE II.  
DURATION**

The duration of the corporation shall be perpetual and its existence shall commence upon the filing of these Articles by the Florida Department of State.

**ARTICLE III.  
PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV.  
CAPITAL STOCK**

The corporation is authorized to issue TEN THOUSAND (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V.  
PRINCIPAL OFFICE AND MAILING ADDRESS  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The corporation's mailing address is P.O. Box 906, Pensacola Beach, Florida 32562-0906. The principal place of business and the street address of the initial registered office of the corporation is 1200 Fort Pickens Road, Suite 2A, Pensacola Beach, Florida 32561-5101, and the initial registered agent at such address is Robert W. Anderson.

**ARTICLE VI.  
INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one.

**ARTICLE VII.  
INCORPORATORS**

The names and addresses of the incorporators are:

Name  
Robert W. Anderson

Address  
1200 Fort Pickens Road, Suite 2A  
Pensacola Beach, Florida 32561

Rebecca Vail-Anderson

1200 Fort Pickens Road, Suite 2A  
Pensacola Beach, Florida 32561

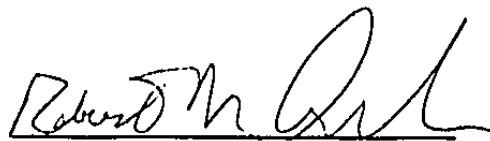
**ARTICLE VIII.  
BYLAWS**

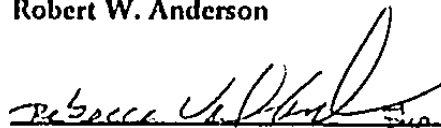
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX.  
AMENDMENT**

The 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 incorporators have executed these Articles of Incorporation this 20th day of March, 1996.

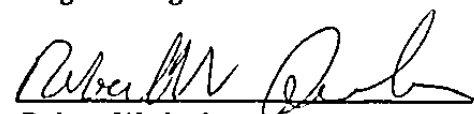
  
Robert W. Anderson

  
Rebecca Vail-Anderson

**ACCEPTANCE OF REGISTERED AGENT  
FOR  
R & R YACHTS, INC.**

Having been named to accept the service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of law relative to keeping open said office. I am familiar with and accept the obligations of my position as registered agent.

Dated this 20th day of March, 1996.

By:   
Robert W. Anderson

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA