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Walter L. Morgan Gregory G. Olsen Mark C. Olsen Jason B. Alderman 315 N.E. Third Avenue • Suite 200 Fort Lauderdale, FL 33301 (954) 524-3111 FAX (954) 463-3570 E-Mail: morlaw@mindspring.com

00789-02821-000e71

September 22, 2000

VIA UPS DELIVERY

HLM

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Secretary of State
Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: SHAMA MOTOR YACHTS, INC. - a Delaware Corporation

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above-referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to us at the above address. In the event you need to call someone concerning this matter, please call Paula Summers at 954-524-3111.

Thank you for your assistance.

Very truly yours,

PAULA SUMMERS Legal Assistant

Enclosures

15:6 WW 91 AON

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

* Please return cert. cy.



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

October 18, 2000

PAULA SUMMERS MORGAN, OLSEN & OLSEN, LLP 315 N.E. THIRD AVENUE, SUITE 200 FORT LAUDERDALE, FL 33301

SUBJECT: SHAMA MOTOR YACHTS, INC.

Ref. Number: W00000023868

We have received your document for SHAMA MOTOR YACHTS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Unfortunately, the enclosed certified copy does not meet our filing requirements. We require a certificate of existence, which usually consists of a single sheet of paper and clearly reflects the entity is avalid entity in its home state/country. You can obtain the certificate of existence from the same office that provided you with the certified copy.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges Document Specialist

Letter Number: 000A00052179

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

| 1. SHAMA MOTOR YACHTS, INC. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.) | | |
|--|--|--|
| 2. <u>Delaware</u> 3. <u>51-0402377</u> | | |
| (State or country under the law of which it is incorporated) (FEI number, if applicable) | | |
| 4. 7/25/2000 5. perpetual | | |
| (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual") | | |
| 6. January 1, 2001 | | |
| (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.) | | |
| 7. c/o Richard Bertram, Inc., Attn: Nick Biro, 3550 NW 21 Street | | |
| 7. C/O RICHARD DELOCATION THEO, Month Many States | | |
| Miami, FL 33142 | | |
| (Current mailing address) | | |
| 8. Yacht sales/Manufacturer's distributor | | |
| (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) | | |
| 9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable) | | |
| Name: Walter L. Morgan, Esq. | | |
| Office Address: 315 NE Third Ave., #200 | | |
| Fort Lauderdale, Florida,33301 | | |
| (Zip code) | | |

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)

O down to the delivery of this application to the

| A. DIREC | TORS (Street address only - P.O. Box NOT acceptable) |
|--------------|--|
| Chairman: | Mohamed M. Shama |
| Address: | c/o Richard Bertram, Inc. Attn: Nick Biro, 3550 NW 21 Street |
| Pender | Miami, FL 33142 |
| Vice Chairn | nan: |
| Address: _ | |
| _ | |
| Director: _ | |
| | |
| | |
| Director: _ | |
| Address: _ | |
| | |
| B. OFFIC | ERS (Street address only - P.O. Box NOT acceptable) |
| President: _ | Mohamed M. Shama |
| Address: | c/o Richard Bertram, Inc., Attn: Nick Biro, 3550 NW 21 Street |
| _ | Miami, FL 33142 |
| Vice Preside | sut: |
| Address: | |
| | |
| Secretary: _ | Mohamed M. Shama |
| Address: | c/o Richard Bertram, Inc., Attn: Nick Biro, 3550 NW 21 Street |
| | Miami, FL 33142 |
| Treasurer: _ | |
| | |
| | |
| NOTE: 16 | necessary, you may attach an addendum to the application listing additional officers and/or directors. |
| | Shama |
| | (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application) |
| 14. | MOHAMED M. SHAMA , Director/President/Secretary |
| | (Typed or printed name and capacity of person signing application) |

State of Delaware Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "SHAMA MOTOR YACHTS, INC." IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF NOVEMBER,
A.D. 2000

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0767326

DATE: 11-01-00

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