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To: Division of Corporations
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From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850)521-1000
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FOREIGN PROFIT/NONPROFIT CORPORATION

MS YACHTING INC.

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**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. MS YACHTING INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ino.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. _____

(FEI number, if applicable)

4. March 15, 2006

(Date of incorporation)

5. _____

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. d/o Loeb, Block & Partners LLP

(Principal office address)

505 Park Avenue, New York, New York 10022

(Current mailing address)

8. Owner of Boat

(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: Corporation Service Company

Office Address: 1201 Bay Street

Tallahassee, Florida 32301

(City)

(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.

Corporation Service Company

Judith Reyes
(Registered agent's signature)

Judith Reyes
Asst. Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: Monica Sasson

Address: C/o Vision Asset Management Inc.

1180 East Hallandale Beach Boulevard, Suite C, Hallandale, Florida 33009

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Monica Sasson

Address: C/o Vision Asset Management Inc.

1180 East Hallandale Beach Boulevard, Suite C, Hallandale, Florida 33009

Vice President: _____

Address: _____

Secretary: Monica Sasson

Address: Same as above

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Monica Sasson, President

(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

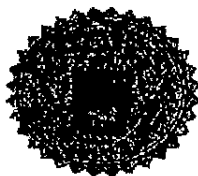
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MS YACHTING INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF MAY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MS YACHTING INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF MARCH, A.D. 2006.

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

FILED
06 MAY -8 PM 2:51
TALLAHASSEE, FLORIDA

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060429142



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4726864

DATE: 05-08-06

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