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FORT LAUDERDALE, FLORIDA 33316
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January 11, 1996

Qualification/Registration Sec.
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****701.00

W96-1368

Re: The Superyacht Society, Inc.

Dear Sir or Madam:

Enclosed please find an Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence, and a check in the amount of \$70.00 for the filing fee.

Please acknowledge receipt of the Application and check on the enclosed copy of this letter and return it to me in the envelope provided.

Sincerely,



M. Timothy Hanlon

MTH/cmc
Enclosures

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 18, 1996

M. TIMOTHY HANLON
ALLEY, MAASS, ROGERS & LINDSAY, P.A.
321 ROYAL POINCIANA PLAZA S
PALM BCH, FL 33480-0431

SUBJECT: THE SUPERYACHT SOCIETY, INC.
Ref. Number: W96000001368

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

Please be advised that you have submitted a PROFIT application for authorization, the certificate of existence from New Jersey indicates it is a NON-PROFIT corporation.

We are enclosing the proper form(s) with instructions for your convenience.

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 (904) 487-6094.

Doug Dickinson
Document Specialist

Letter Number: 096A00002275

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR
AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZA-
TION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:**

1. THE SUPERYACHT SOCIETY, INC.
(Name of corporation; must include the word "INCORPORATED" or "CORPORATION" or words or abbrevia-
tions 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. "Company" or "Co." may not be used as a corporate
suffix by a nonprofit corporation.)
2. New Jersey 3. 22-3146742
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. January 22, 1992 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date corporation first conducted affairs in Florida -
See sections 617.1501, 617.1502, and 617.155, F.S.)
7. 2770 Morris Avenue
Union, New Jersey
(Current mailing address)
8. See Attached - Exhibit A
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Robb R. Maass, Esq.
(Name)

321 Royal Poinciana Plaza
(Office address)

Palm Beach, Florida, 33480
(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.



(Registered agent's signature)

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.

11. Attached is a certificate of existence duly authenticated, not less 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 addresses of officers and/or directors: (Street address only- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Mr. Richard Hein
Oceanco International
Address: 7 Rue du Gablan
Gildo Pastor Center MC 98000 Monaco

Vice Chairman: Mr. Greg Glover
Marsh & McLennan
Address: 1600 SE 17th Street, Suite 307
Ft. Lauderdale, FL 33316

Director: Mr. Frank Mulder
Mulder Design
Address: Appeldijk 33, PO Box 444
Gorinchem, 4200 AK
Netherlands

Director: Mr. Doug Sharp
Sharp Design
Address: 5030 Camino de la Siesta
Suite 405
San Diego, CA 92108

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Mr. Richard Hein
Oceanco International
Address: 7 Rue du Gablan
Gildo Pastor Center MC 98000 Monaco

Vice President: Mr. Greg Glover
Marsh & McLennan
Address: 1600 SE 17th Street, Suite 307
Ft. Lauderdale, FL 33316

Secretary: Mr. Frank Mulder
Mulder Design
Address: Appeldijk 33, PO Box 444
Gorinchem, 4200 AK Netherlands

Treasurer: Mr. Doug Sharp
Sharp Design
Address: 5030 Camino de la Siesta, Suite 405
San Diego, CA 92108

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

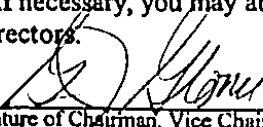
13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)
GREGORY J. GLOVER, Vice President
(Typed or printed name and capacity of person signing application)

Exhibit A
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JAN 22 1992

JOAN HABERLE
Secretary of State**CERTIFICATE OF INCORPORATION
OF****THE SUPERYACHT SOCIETY, INC.**

The undersigned, acting as incorporator of a corporation under and in accordance with Title 15A of the New Jersey Revised Statutes, adopts the following Certificate of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of the corporation is The Superyacht Society, Inc. (the "Corporation").

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is organized are:

(a) to encompass all segments of the large yacht industry; to foster the business of the industry through promotion, education and innovation and to do so with respect to our environment and the safety and health of all who use the Corporation's products and services; and

(b) to recruit as members of the Corporation all mutually interested parties; and

(c) to carry out such projects and programs as the directors of the Corporation shall determine to be in the best interests of the public in general and the Corporation in particular; and

(d) generally, to engage in any lawful activity which may be carried on by a corporation organized under Title 15A of the New Jersey Revised Statutes, however, such activities shall be carried on only to the extent permitted by Section 501(c)(1) of the Internal Revenue Code of 1986, as amended (the "Code"); and

(e) the Corporation shall in no substantial part engage itself or focus its activities upon the carrying out of propaganda, or otherwise attempting to exert influence on legislation or legislators, nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

State of New Jersey

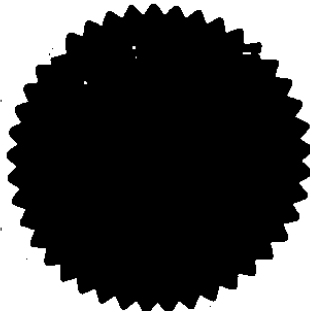


Department of State

I, Secretary of State of the State of New Jersey, DO HEREBY CERTIFY that the records of this office show that THE SUPERYACHT SOCIETY, INC. a Non-Profit corporation was filed in this office on 22nd day of January A.D. 1992 and so far as the records show said Non-Profit corporation is an existing corporation in the State of New Jersey. At the time of issuance of this certificate Annual Reports are current.

I FURTHER CERTIFY, that the location of the registered office is 2270 Morris Avenue, Union, New Jersey 07083 and the registered agent is Joe Purtell.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this 14th day of November A.D. 1995.



Louise R. Hooly

SECRETARY OF STATE

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