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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 944375 4305486

REFERENCE : 944375 4305486

AUTHORIZATION : Patricia P. [Signature]

COST LIMIT : \$ 70.00

ORDER DATE : May 7, 1996

ORDER TIME : 11:37 AM

ORDER NO. : 944375

CUSTOMER NO: 4305486

800001871518

CUSTOMER: Maria Hinkel, Legal Asst
Taft Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202

FOREIGN FILINGS

NAME: INTERMARINE YACHTING, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 21 PM 1:49

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Intermarine Yachting, 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. Delaware 3. N/A
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. May 19, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. April 1, 1996
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 301 North Lathrop Avenue
Savannah, GA 31401-3045
(Current mailing address)
8. To engage in any lawful act or activity
(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:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(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
By Karen B. Rozar
(Registered agent's signature)
Karen B. Rozar, As Agent

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Giovanni Facchinetti

Address: Via Alta, Localita Ca' Del Sale
Sarzana, Italy 19038

Vice Chairman: N/A

Address: _____

Director: Giancarlo Galazzo

Address: Via Alta, Localita Ca' Del Sale
Sarzana, Italy 19038

Director: Claudio Giardo

Address: 301 North Lathrop Avenue
Savannah, GA 31401-3045

B. OFFICERS

President: Giovanni Facchinetti

Address: Via Alta, Localita Ca' Del Sale
Sarzana, Italy 19038

Vice President: N/A

Address: _____


Secretary: Giancarlo Galazzo

Address: Via Alta, Localita Ca' Del Sale
Sarzana, Italy 19038

Treasurer: Claudio Giardo

Address: 301 North Lathrop Avenue
Sarzana, Italy 19038

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.)

14. Giovanni Facchinetti, Chairman and President
(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 "INTERMARINE 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 TWENTIETH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 21 PM 1:49



Edward J. Freel

Edward J. Freel, Secretary of State

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960180507

AUTHENTICATION: 7995231
DATE: 06-20-96