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FOREIGN LIMITED LIABILITY COMPANY

VICEM YACHTS USA, LLC

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Department of State 3/25/2003 8:43 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 25, 2003

SHUTTS & BOWEN, LLP

SUBJECT: VICEM YACHTS USA LLC
REF: W03000008451

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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Joey Bryan
Document Specialist

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Company: Florida Department of State
Client/Matter No.: z9999-0001

Fax: 850-205-0383
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From: Felicia Hickey
User ID: 5772

Phone: 305-379-9168
Fax: 305-347-7776

Date: March 25, 2003
Pages: -6-, including cover sheet

**Subject: Florida Qualification of Vicem
Yachts USA LLC**

Mr. Bryan,

Following please find your reference letter to our electronic filing (FAX AUDIT NUMBER: H03000089844) of Application of Foreign LLC to Transact Business in Florida.

In this fax, I have included the standing from the State of Maryland. This should allow for filing of the Application.

We request a certified copy of the Articles of Organization in our original filing, please include them in the return fax.

Should you have any questions or problems, do not hesitate to contact me. Thank you.

This facsimile contains privileged and confidential information intended only for the use of the addressee named above. If you are not the intended recipient of this facsimile, or the employee or agent responsible for delivering it to the intended recipient, you are hereby notified that any dissemination or copy of this facsimile is strictly prohibited. If you have received this facsimile in error, please notify us immediately by telephone and return the original facsimile to us at the above address via the U.S. Postal Service. Thank you.

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**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. Vicem Yachts USA LLC
(Name of foreign limited liability company)
2. Maryland
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 01-0708472
(FEI number, if applicable)
4. 5-10-02
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. 24 March 03
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.133, F.S.))
7. 1500 Cordova Road, Suite 214
Fort Lauderdale FL 33314
(Street address of principal office)

8. If limited liability company is a manager-managed company, check here ☒

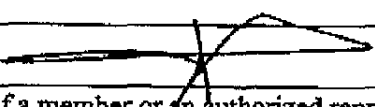
9. The name and usual business addresses of the managing members or managers are as follows:

Sebahattin Hafizoglu
1500 Cordova Road, Suite 214
Fort Lauderdale FL 33314

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10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: yacht sales


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Sebahattin Hafizoglu
Typed or printed name of signee

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Vicem Yachts USA LLC

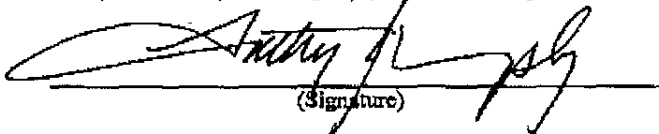
2. The name and the Florida street address of the registered agent and office are:

Corporation Company of Miami
(Name)

201 S. Biscayne Blvd #1500(TJM)
Florida street address (P.O. Box **NOT** ACCEPTABLE)

MIAMI FL 33131
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


(Signature)

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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INCORPORATING SERVICES, L (302) 678-5418

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STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO LIMITED LIABILITY COMPANIES OR THE RIGHTS OF LIMITED LIABILITY COMPANIES TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT VICEM YACHTS USA LLC IS A LIMITED LIABILITY COMPANY EXISTING UNDER AND BY VIRTUE OF THE LAWS OF THE STATE OF MARYLAND, AND THAT THE LIMITED LIABILITY COMPANY IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING TO TRANSACT BUSINESS.

IN WITNESS WHEREOF, I HAVE HERELINTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS MARCH 25, 2003.



Paul B. Anderson
Charter Division

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