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ASHLEY R. POLLOW, P.A.

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December 4, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
00 DEC -6 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation
PALM BEACH YACHTING & SPORTS MUSEUM, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of PALM BEACH YACHTING & SPORTS MUSEUM, INC.'s Articles of Incorporation and a check for \$78.75, representing payment for the following:

Filing Fee	35.00
Registered Agent Fee	35.00
Certified Copy	8.75

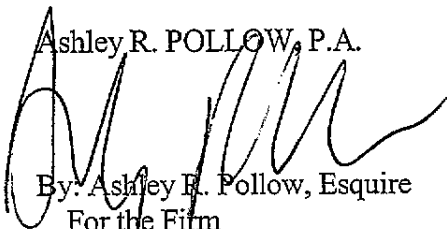
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-12/06/00--01080--009
*****78.75 *****78.75

Please file the original Articles of Incorporation and conform the copy. The conformed copy can be sent to the undersigned.

Thank you.

Very truly yours,

Ashley R. POLLOW, P.A.



By: Ashley R. Follow, Esquire
For the Firm

Enclosures

cc: PALM BEACH YACHTING & SPORTS MUSEUM, INC. (W/O Encls.)

Paul

**ARTICLES OF INCORPORATION OF
PALM BEACH YACHTING & SPORTS MUSEUM, INC.**

Articles of Incorporation of the undersigned incorporators, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, hereby forming a not for profit corporation under the laws of the State of Florida and do hereby certify:

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

First: The name of the Corporation shall be **PALM BEACH YACHTING & SPORTS MUSEUM, INC.**

ARTICLE II

TERM OF EXISTANCE

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have a perpetual existence thereafter.

ARTICLE III

NATURE OF BUSINESS

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 412 41st Street, West Palm Beach, FL 33407, and the name of its initial registered agent at such address is Randolph H. Guthrie, III.

ARTICLE V

DIRECTORS/TRUSTEES

The Corporation shall have five Trustees/directors initially. The number of directors may be increased or decreased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one director. A majority of the Directors/Trustees shall elect directors/trustees for the corporation. Said directors/trustees shall serve for a period of time as described in the corporations bylaws and shall appoint officers of the corporation to open a bank account and conduct the business of the corporation as further described in the bylaws of the corporation. The name and address of the initial directors/trustees of the Corporation who shall serve until successors are duly elected and qualified are:

Name	Address
Tomas Davis	412 41 st Street, W.P.B., FL 33407
Alex Bieth	32 Geneva St., Ocala, FL
Randolph Guthrie, III	2919 NW 23 rd Court, Boca Raton, FL 33431

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The place in this state where the principal office of the Corporation is to be located is the City of West Palm Beach, Palm Beach County. The principal place of business of this Corporation shall be 412 41st Street, West Palm Beach, FL 33407

ARTICLE VII

INCORPORATOR

The name and address of the incorporator signing these articles of incorporation are:

Randolph Guthrie, III 2919 NW 23rd Court, Boca Raton, FL 33431

ARTICLE VIII

VOTING TRUSTS

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any and all of the shares

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors/Trustees of the Corporation.

ARTICLE X

AMENDMENT

These articles of incorporation may be amended in the manner provided by law.

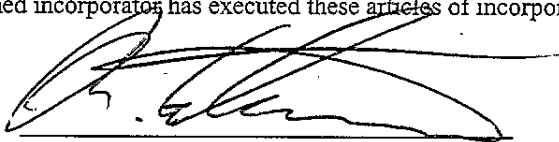
ARTICLE XI

POWERS OF INCORPORATOR

The Powers of the incorporator cease upon filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this

4 day of December 2000.



Randolph Guthrie, III

STATE OF FLORIDA)


) SS:

COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Randolph Guthrie, III, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation; and

THE FOREGOING INSTRUMENT was acknowledged before me this 7th day of December, 2000 by Randolph Guthrie, III, who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public
NAME: Ashley Pollow
ADDRESS 1515 N. Fed. Hwy
Dade Rstr, FL 33431

 Ashley R Pollow
My Commission CC837525
Expires May 17 2003

Commission No.:
My commission expires:

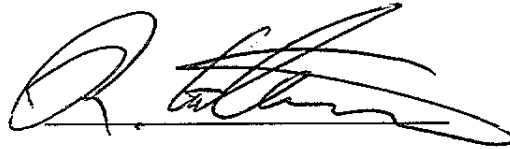
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

First, that PALM BEACH YACHTING & SPORTS MUSEUM, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of West Palm Beach, Palm Beach County, State of Florida, has named Randolph Guthrie, III, located at 2919 NW 23rd Court, Boca Raton, FL 33431 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

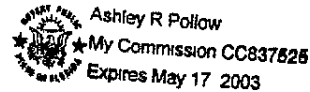
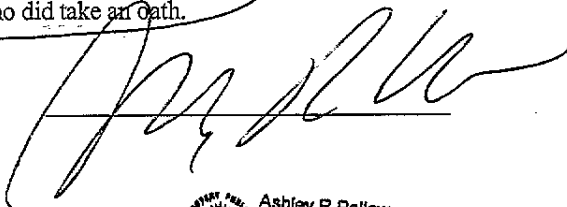
Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Randolph Guthrie, III, Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 4th day of December, 2000, by Randolph Guthrie, III who is personally known to me or who has produced as identification and who did take an Oath.

Notary Public
NAME: Ashley R. Pollow, Esq.
ADDRESS: 1515 N. Federal Highway, Suite 300
Boca Raton, FL 33432, (561)994-1040
Commission No.:
My commission expires:



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TALLAHASSEE, FLORIDA