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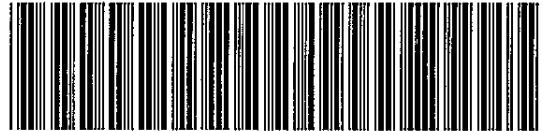
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 197251 4301541

AUTHORIZATION : *Patricia Pizulo*

COST LIMIT : \$ 70.00

ORDER DATE : August 6, 2003

ORDER TIME : 9:32 AM

ORDER NO. : 197251-005

CUSTOMER NO: 4301541

CUSTOMER: Eli Schoenfield
McLaughlin & Stern, LLP

18th Floor
260 Madison Avenue
New York, NY 10016

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TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: BOCA BOAT PARADE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 1155

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

August 7, 2003

CSC

SUBJECT: BOCA BOAT PARADE, INC.
Ref. Number: W03000022405

We have received your document for BOCA BOAT PARADE, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 245-6884.

Shawn Logan
Document Specialist
New Filings Section

Letter Number: 303A00045331

ARTICLES OF INCORPORATION

OF

BOCA BOAT PARADE, INC.

(A Florida Not For Profit Corporation)

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CLERK OF DISTRICT COURT
PALM BEACH, FLORIDA

THE UNDERSIGNED, acting as incorporator of Boca Boat Parade, Inc. under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation.

Article 1: Name. The name of the corporation is Boca Boat Parade, Inc. (the "Corporation"). The principal office and mailing address is 1877 South Federal Highway, Suite 310, Boca Raton, Florida 33432.

Article 2: Term. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the state of Florida.

Article 3: Incorporator. The name and street address of the incorporator are as follows: Stephen J. Ruzika, 1877 South Federal Highway, Suite 310, Boca Raton, Florida 33432.

Article 4: Purposes. The purposes for which the Corporation is organized are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States law and the Florida Not For Profit Corporation Act (the "Act") or any future applicable statute. Within the scope of the foregoing, the Corporation is specifically organized to plan, promote, organize and produce the Annual Boat Parade in Boca Raton, Florida as a source of public recreation and entertainment and as a vehicle for the raising of money to be distributed to organizations that qualify as exempt organizations under section 501 (c)(3) of the Code or the corresponding provision of any future United /States law.

Article 5: Activities not Permitted. 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 4 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

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 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 Code, or the corresponding section of any future federal tax code.

Article 6: Dedication and Distribution of Assets. The Corporation is organized on a non-stock basis and shall not have any members. No dividend shall be paid, and no part of the income of the Corporation shall be distributed to any director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation, and that benefits may be conferred upon its officers and directors in conformity with its purposes. And, no director or officer or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or any corresponding section of any future United States law, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Palm Beach County exclusively for such purposes.

Article 7: Board of Directors. The powers of this Corporation shall be exercised, its properties controlled and its affairs governed by a Board of Directors who, there being no members of the Corporation, shall have all of the rights and powers of the Board of Directors under the laws of the State of Florida as well as such other rights and authority as are herein granted. Such rights and powers shall include, but are not limited to, the power to adopt and amend bylaws and other corporate governing documents and to elect and re-elect directors.

The number of directors shall be not fewer than three (3), and not more than a maximum number determined by the bylaws of the Corporation as amended from time to time. The initial directors are Thomas Tyghem, David Roberts and Stephen Ruzika, each of whom has an address at Boca Boat Parade, Inc., One Royal Palm Place, 1877 South Federal Highway, Suite 310, Boca Raton, Florida 33432. Hereafter, directors shall be elected by the remaining directors upon the expiration of a Director's term or vacancy for any reason (including positions created by an increase in the number of directors). If the Board of Directors is unable to select a successor director, such successor shall be appointed by the appropriate court in Palm Beach County.

Article 8: Indemnification. Every person who now is or hereafter shall be a director, officer, employee or agent of the Corporation shall be indemnified by the Corporation against costs and expenses (including counsel fees), judgments, fines and amounts paid in defense and settlement, reasonably incurred by or imposed upon him by or in connection with any threatened pending or completed action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his or her being a director, officer, employee or agent of the Corporation, to the maximum extent permitted by law. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

Article 9: Bylaws. The Board of Directors may provide such bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such directors may deem necessary from time to time. Upon notice properly given, the bylaws may be amended, altered or rescinded by the majority vote of the directors at any regular or special meeting called for that purpose, subject to any limitation set forth in the Florida Not For Profit Corporation Act concerning corporate actions that must be approved by a majority of greater than one-half (1/2) of directors present and voting.

Article 10: Amendments to Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by a two-thirds (2/3) majority vote of the directors then in office.

Article 11: Initial Registered Agent. The name and address of the initial Registered Agent in office of this Corporation are as follows: Stephen J. Ruzika, Boca Boat Parade, Inc., 1877 South Federal Highway, Suite 310, Boca Raton, Florida 33432.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

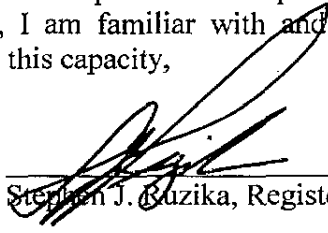
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 1st day of August, 2003 for the purpose of forming this Corporation under the laws of the State of Florida



Stephen J. Ruzika, Incorporator

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity,

Dated: August 1, 2003



Stephen J. Ruzika, Registered Agent