CAPITAL CONNECTION, INC.

417 F. Virginia St., Suite 1, Tallabassee, FL 32301, (904)224/8870 Mailing Address: Post Office Box 10349, Tallabassee, FL 32302 TOLL FRIE No. 1-800/342-8062 FAX (904) 222-1222

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ARTICLES OF INCORPORATION

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FORT LAUDERDALE ANTIQUE AND CLASSIC BOAT SOCIETY, INC.

The undersigned, for the purpose of forming a corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is FORT LAUDERDALE ANTIQUE AND CLASSIC BOAT SOCIETY, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 1012 S.W. 8th St., Fort Lauderdale, FL 33315.

ARTICLE III: PURPOSE

The purpose for which the corporation is formed is to promote the interest and preservation of antique and classic boats and any other lawful activities of not for profit corporations.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the Corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the Corporation will be Donald L. Cunningham, Jr., Esq., 750 S.E. Third Avenue, Suite 100, Fort Lauderdale, Fl. 33316.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the Corporation is three (3) initially. The manner in which the directors are elected is stated in the corporate by-laws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

P/D Leo J. O'Brien
S/T/D Diana A. O'Brien
D Patricia E. O'Brien
1012 S.W. 8th Street, Fort Lauderdale, FL 33315

ARTICLE VII: NON-STOCK BASIS

The Corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia Street, Suite 1. Tallahassee, Fl. 32301.

ARTICLE X: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of February, 1995.

Capital Connection, Inc.

Barbara Neeley - President

Incorporator

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1.	The	n e	ime	of t	he corp	oration	is:				
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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

12000

Donald L. Cunningham, Jr. Registered Agent