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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800003101868-4
-01/18/00-01134-003
*****78.75 *****78.75

SUBJECT:
Sell-A-Boat.Com, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$70.00
Filing Fee | <input checked="" type="checkbox"/> \$78.75
Filing Fee
& Certificate | <input type="checkbox"/> \$122.50
Filing Fee &
Certified Copy | <input type="checkbox"/> \$131.25
Filing Fee,
Certified Copy
& Certificate |
|--|--|---|---|

Additional Copy Required

FROM:
Dean Isenberg

3530 Magellan Circle - #615

Aventura, FL 33180

888-306-BOAT

FILED
2000 JAN 18 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

FILED

2000 JAN 18 AM 10:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be:

Sell-A-Boat.Com, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of corporation shall be:

3530 Magellan Circle - #615
Aventura, FL 33180

ARTICLE III. CORPORATE SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 shares

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Mr. Dean Isenberg
3530 Magellan Circle - #615
Aventura, FL 33180

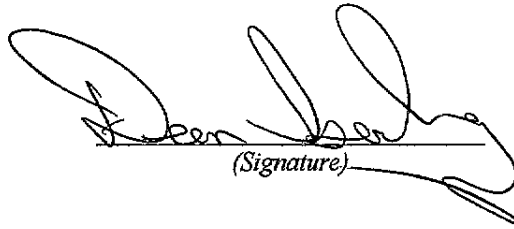
ARTICLE V. INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Mr. Dean Isenberg
3530 Magellan Circle - #615
Aventura, FL 33180

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 12 *day of*

JANUARY 2000.


(Signature)

(Signature)

(Signature)

Notarization is not required.

NOTE: Affixing an office title after a signature of an incorporator does not constitute the designation of officers.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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 name of the corporation is:

Sell-A-Boat.Com, Inc.

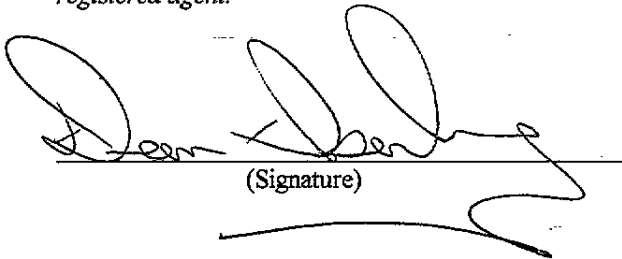
2. The name and address of the registered agent and office is:

Mr. Dean Isenberg

3530 Magellan Circle - #615

Aventura, FL 33180

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.


(Signature)

1/12/00
(Date)