

LAW OFFICE
JOSEPH M. BALOCCO, P. A.
1323 SE Third Avenue
Fort Lauderdale, Florida 33316

JOSEPH M. BALOCCO
THOMAS T. COON, JR.

Telephone: (954) 764-0005
Facsimile: (954) 764-1478

February 25, 2000

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

P00000023267

Re: INTERNATIONAL YACHT MARKETING, INC.

Gentlemen:

Enclosed please find the original and one (1) copy of Articles of Incorporation for the above proposed corporation.

If same meets with your approval, I would ask that you please endorse the copy, certify it and return it in the self-addressed, stamped envelope provided.

Our check in the sum of \$122.50 is enclosed to cover the various filing fees.

Thank you very much for your continued courtesies and cooperation.

Sincerely,

JOSEPH M. BALOCCO, P.A.

By: _____

Thomas T. Coon, Jr.

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAR 07 2000

ARTICLES OF INCORPORATION
of
INTERNATIONAL YACHT MARKETING, INC.

ARTICLE I - NAME

The name of this corporation is: INTERNATIONAL YACHT MARKETING, INC.
principal address of the corporation is 1080 S.E. 3rd Avenue, Fort Lauderdale, Florida 33316.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

The corporation may conduct any lawful business for which a corporation may exist under Chapter 607 of the Florida Statutes.

ARTICLE IV - STOCK

This corporation is authorized to issue 100 shares of NO par value common stock which shall be designated "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 1080 S.E. 3rd Avenue, Fort Lauderdale, Florida 33316, and the name of the initial registered agent of this corporation at that address is: Peter Wright.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Director(s) constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the By Laws. The name(s) and address(es) of the initial Board of Directors of this Corporation is (are):

NAME:

ADDRESS:

STEVEN W. HUDSON

1080 S.E. 3rd Avenue
Fort Lauderdale, Florida 33316

MARK ELLIOTT

9995 Sunset Drive, Suite 108
Miami, Florida 33173

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TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATORS

The name and address of each person signing these Articles is:

NAME:

ADDRESS:

STEVEN W. HUDSON

1080 S.E. 3rd Avenue
Fort Lauderdale, Florida 33316

MARK ELLIOTT

9995 Sunset Drive, Suite 108
Miami, Florida 33173

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of FEBRUARY, 2000.


STEVEN W. HUDSON, Subscriber


MARK ELLIOTT, Subscriber

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared STEVEN W. HUDSON and MARK ELLIOTT known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation or who produced valid Florida Driver Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24th day of February, 2000.

My Commission Expires:


NOTARY PUBLIC



Reva Fletcher
Commission # CC 796939
Expires DEC. 14, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First- That INTERNATIONAL YACHT MARKETING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1080 S.E. 3rd Avenue, City of Fort Lauderdale, State of Florida, 33316, has named PETER WRIGHT, located at 1080 S.E. 3rd Avenue, City of Fort Lauderdale, State of Florida, 33316, as its Agent to accept service of process within Florida.

Signature: 
PETER WRIGHT

Title: _____

Date: 2/24/00

Second- That having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Signature: 
PETER WRIGHT, Registered Agent

Date: 2/24/00

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TALLAHASSEE, FLORIDA