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LAW OFFICES
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THOMAS H. THURLOW, JR.
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THOMAS H. THURLOW III

FAX (561) 220-0815
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March 14, 2000

Florida Department of Corporations
Domestic Charter Section
409 E. Gaines Street
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

300003170833-9
-03/15/00-01042-011
****122.50 ****78.75

Re: SDF Yacht Sales, Inc.
a proposed Florida Corporation

To Whom It May Concern:

We are enclosing herewith the following:

1. Proposed Articles of Incorporation of SDF Yacht Sales, Inc., in duplicate
2. Check in the amount of \$122.50 payable to Department of State.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The enclosed check represents the following:

a) Filing Fee	\$35.00
b) Certified copy of Articles	52.50
c) Registered Agent Fee	<u>35.00</u>
Total	\$122.50

Please certify the duplicate copy of the Articles of Incorporation which is enclosed and return the same directly to our office.

Sincerely,

THURLOW & SMITH, P.A.

Thomas H. Thurlow III

cc: Mr. Sean D. Fenniman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SDF YACHT SALES, INC.**

In compliance with the requirements of Section 607.0202, Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE ONE

The name of the corporation is: **SDF YACHT SALES, INC.**

ARTICLE TWO

The address of the principal office and the mailing address of the corporation is:

1325 NW Pine Lake Drive
Stuart, Florida 34994

ARTICLE THREE

The aggregate number of shares which the corporation is authorized to issue is 2000 shares of common stock having a par value of \$1.00 per share.

ARTICLE FOUR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Sean D. Fenniman
1325 NW Pine Lake Drive
Stuart, Florida 34994

ARTICLE FIVE

The initial Board of Directors shall consist of one member. The names and addresses of the persons who will serve on the initial Board of Directors are:

Sean D. Fenniman
1325 NW Pine Lake Drive
Stuart, Florida 34994

ARTICLE SIX

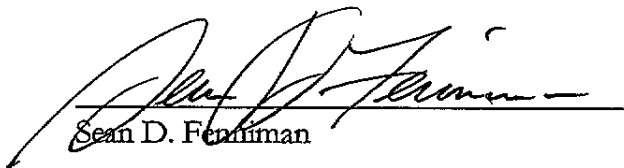
The initial street address of the corporation's registered office is 17 Martin L. King, Jr. Boulevard, Stuart, Florida 34994. The initial registered agent for the corporation at that address is:

Thomas H. Thurlow III
17 Martin L. King, Jr. Blvd.
Stuart, Florida 34994

ARTICLE SEVEN


The date when corporate existence shall begin is the date of the subscription of these Articles and the corporation shall exist perpetually.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of March, 2000.


Sean D. Fenniman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SDF YACHT SALES, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.



Thomas H. Thurlow III,
Registered Agent
Dated: March 14, 2000

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA