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SHEPPARD, BRETT, STEWART & HERSCH, P.A.

ATTORNEYS AT LAW

Firm Established 1924

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(941) 334-3965 FAX

PLEASE REPLY TO:

POST OFFICE DRAWER 400
FORT MYERS, FL 33902

SOUTH LEE COUNTY OFFICE:

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FORT MYERS, FLORIDA 33908
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JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

JAY ANDREW BRETT
JOHN F. STEWART +
CRAIG R. HERSCH **
D. HUGH KINSEY, JR.
BRIAN J. INGERTO †

OF COUNSEL

JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

† LLMTAXATION

• CERTIFIED PUBLIC ACCOUNTANT (FL)

• ALSO ADMITTED IN SOUTH CAROLINA

+ ALSO ADMITTED IN IOWA

March 14, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

700003172297--1
-03/16/00--01047--002
****157.50 *****78.75

Re: HENKE RENTAL YACHTS, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation.
Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	\$ 35.00
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely,

SHEPPARD, BRETT, STEWART,
HERSCH & KINSEY, P.A.


D. Hugh Kinsey, Jr.

DHK:dlb
Enclosures
KS-4582

7. Burch MAR 22 2000

FILED
MAR 16 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HENKE RENTAL YACHTS, INC.

FILED

00 MAR 16 PM 3:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, WERNER HENKE, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is HENKE RENTAL YACHTS, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

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

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 726 S. E. 43rd Terrace, Cape Coral, Florida 33904, and the name of the initial registered agent of this Corporation at that address is: RALF A. DIETZ.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
WERNER HENKE	President/Secretary	4708 S. W. 29 th Avenue Cape Coral, Florida 33904

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

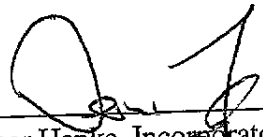
<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
WERNER HENKE	4708 S. W. 29 th Avenue Cape Coral, Florida 33904

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

5th day of January, ~~1999~~ ²⁰⁰⁰

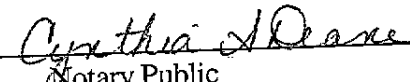


Werner Henke, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 5th day of
January, ~~1999~~ ²⁰⁰⁰, by WERNER HENKE, () who is personally known to me or () who
produced _____ as identification.

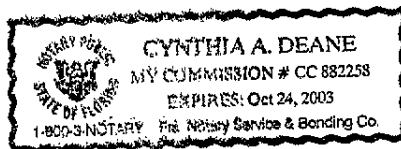


Notary Public
Printed Name of Notary: _____

(SEAL)

Comm. Exp. Date:

Comm. Number:

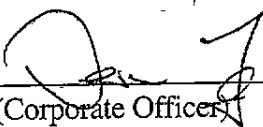


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT HENKE RENTAL YACHTS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF CAPE CORAL, COUNTY OF LEE, STATE OF FLORIDA, HAS
NAMED RALPH A. DIETZ, LOCATED AT 726 S. E. 43rd TERRACE, (Street Address and Number of
Building -- Post Office Box Addresses Are Not Acceptable), CAPE CORAL, LEE COUNTY,
FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HENKE RENTAL YACHTS, INC.

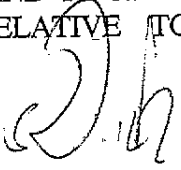
(WH)
Signature: 
(Corporate Officer)

Title: President/Secretary

Date: 1/5/00

FILED
00 MAR 16 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 AND COMPLETE
PERFORMANCE OF MY DUTIES.

(RAD)
Signature: 
Resident Agent

Date: 1-5-00