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a.

### ARTICLES OF INCORPORATION

**OF** 

### CDR YACHTS, INC.



I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

#### ARTICLE I NAME

The name of this corporation shall be:

### CDR YACHTS, INC.

Its principal place of business and/or mailing address shall be:

2545 West 80th Street, Suite 5, Hialeah, Florida 33016

#### <u>ARTICLE II</u> NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

### ARTICLE III AUTHORIZED SHARES

The Corporation shall be authorized to create and issue 100 shares of Common Stock having a par value of \$0.01 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

## ARTICLE IV TERMS OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

## ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

### 710 South Dixie Highway, Coral Gables, Florida 33146

The name of the initial registered agent of this Corporation at that address shall be:

Fernando S. Aran, Esq.

### ARTICLE VI BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have three (3) directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

# ARTICLE VII DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Hilda Abril 2545 West 80<sup>th</sup> Street, Suite 5 Hialeah, Florida 33016

Alberto Volovitz 2545 West 80<sup>th</sup> Street, Suite 5 Hialeah, Florida 33016

### Fernando S. Aran, Esq. 710 South Dixie Highway Coral Gables, Florida 33146

### ARTICLE VIII INCORPORATOR

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

Fernando S. Aran, Esq. 710 South Dixie Highway Coral Gables, Florida 33146

Articles of Incorporation at Miami	the undersigned incorporator har florida, for the uses and purpo	as made and sub ses aforesaid, th	scribed these is 17 <sup>th</sup> day of	
May, 2000.		i		
Ferna	ando S. Aran, Incorporator	· !		·
STATE OF FLORIDA	) SS.			-
COUNTY OF MIAMI -DADE	)			
THE FOREGOING instrun 2000, by Fernando S. Aran who is p	nent was acknowledged before bersonally known to me did take		lay of May,	
	Perbala S Notary Public, State of	Florida .		
	Parlana Lox	P. 170		

Name of Notary, Typed/Printed

My Commission Expires:

### DESIGNATION AND ACCEPTANCE

OF

### REGISTERED AGENT

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, CDR YACHTS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered offices as indicated therein at 710 South Dixie Highway, has named Fernando S. Aran located thereat as its registered agent to accept service of process within this state.

Fernando S. Aran, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

Fernando S. Aran, Registered Agent

