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ACCOUNT NO. : 072100000032

REFERENCE : 725410 8728A

AUTHORIZATION :

Patricia Kyzar

COST LIMIT : \$ 78.75

ORDER DATE : June 8, 2000

ORDER TIME : 12:0 PM

ORDER NO. : 725410-005

CUSTOMER NO: 8728A

CUSTOMER: Ms. Kathy Busick
FELDMAN & KOENIG
FELDMAN & KOENIG
1315 Whitehead Street

400003284594--9

Key West, FL 33040

DOMESTIC FILING

NAME: #1 BOAT YARD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini - EXT. 1130

EXAMINER'S INITIALS:

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 12 AM 8:58

RECEIVED

g 6/12/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 JUN 12 AM 9:55

ARTICLES OF INCORPORATION

OF

#1 BOAT YARD, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

#1 BOAT YARD, INC.

The address of the principal office of this corporation shall be 6021 Peninsula Avenue, Key West, Florida 33040 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Robert E. Spencer	6021 Peninsula Avenue
Pres	Key West, Florida 33040
Cindy L. Spencer	Same as above
V-Pres/Sec/Treas	

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DIVISION OF CORPORATIONS

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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on June 9, 2000.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap