03 N. MERIDIAN STREET, LOWER LEVEL FALLARASSEE, FL 32301 M61767 **FILING COVER SHEET** ACCT. #FCA-14 CONTACT: p-26-00 DATE: REF. #: liver Boat Work CORP. NAME: ARTICLES OF INCORPORATION () ARTICLES OF AMENDMENT () ARTICLES OF DISSOLUTION) ANNUAL REPORT () TRADEMARK/SERVICE MARK () FICTITIOUS NAME) FOREIGN QUALIFICATION () LIMITED PARTNERSHIP () LIMITED LIABILITY) REINSTATEMENT () WITHDRAWAL () MERGER) CERTIFICATE OF CANCELLATION () UCC-1 () UCC-3) OTHER: TATE FEES PREPAID WITH CHECK# LUTHORIZATION FOR ACCOUNT IF TO BE DEBITED: COST LIMIT: \$ 'LEASE RETURN: Q CERTIFIED COPY () CERTIFICATE OF GOOD STANDING () PLAIN STAMPED COPY) CERTIFICATE OF STATUS

xaminer's Initials

ARTICLES OF INCORPORATION

OF

WHISKEY RIVER BOAT WORKS, INC.

ARTICLE 1

The name of the corporation is WHISKEY RIVER BOAT WORKS, INC., (hereinafter the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is 3835 S.W. 88 Court, Miami, Florida 33165.

ARTICLE III

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of the shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 3835 S.W. 88 Court, City of Miami, County of Miami-Dade, State of Florida 33165, and the name of its initial registered agent at such office is Mario Roman, Jr.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of

the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Mario Roman, Jr. 3835 S.W. 88 Court Miami, Florida 33165

ARTICLE VII

The name of the Incorporator is Mario Roman, Jr. and the address of the Incorporator is 3835 S.W. 88 Court, Miami, Florida 33165.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 22 day of _______, 2000.

Mario Roman, Jr., Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of WHISKEY RIVER BOAT WORKS, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such positions, as provided in Florida Statutes §607.0505.

Mario Roman, Jr. Registered Agent

Dated: Jine 23 , 2000

FILED

00 JUN 26 AM II: 58

SECRETARY OF STATE
TALLAHASSEE