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August 7, 2000

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**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
00 AUG -8 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation of Megayacht.Com, Inc.

Dear Sir/Madam:

Enclosed please find one (1) original and one (1) copy of the Articles of Incorporation of Megayacht.Com, Inc. for filing. I have an enclosed a check for \$78.75 for the filing fee, registered agent designation and a certified copy of the Articles. Please return the certified copy to the undersigned in the enclosed self-addressed stamped envelope.

Very truly yours,

*Michelle Kramish Kain*

Michelle Kramish Kain,  
Michelle Kramish Kain, P.A.

enclosures  
MKK/cjp

megayacht/ articles filing ltr.

Px 8/14/00

ARTICLES OF INCORPORATION

OF

MEGAYACHT.COM, INC.

FILED

00 AUG -8 PM 3: 52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: Megayacht.com, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 750 Southeast Third Avenue, Suite 100, Fort Lauderdale, Florida 33316.

ARTICLE III

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 10,000,000 shares of common stock, \$.0001 par value per share.

ARTICLE IV

REGISTERED AGENT AND  
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Michelle Kramish Kain  
750 Southeast Third Avenue  
Suite 100  
Ft. Lauderdale, Florida 33316

ARTICLE V

INCORPORATOR

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

Michelle Kramish Kain  
750 Southeast Third Avenue  
Suite 100  
Ft. Lauderdale, Florida 33316

ARTICLE VI

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE VII

AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE VIII

CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

INCORPORATOR:

  
Michelle Kramish Kain

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under, the Florida General Corporation Act, including specifically Section 607.0505.

REGISTERED AGENT:

  
Michelle Kramish Kain

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TALLAHASSEE, FLORIDA