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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-09/11/00--01087--013
****122.50 *****78.75

SUBJECT: R. C. YACHT MANAGEMENT, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: M. TACHIBANA, C.P.A., P.A.
Name (Printed or typed)

1000 QUAYSIDE TERR. #1608
Address

MIAMI, FL 33138
City, State & Zip

(305) 895-4000
Daytime Telephone number

00 SEP 11 AM 11:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

9/13

ARTICLES OF INCORPORATION
OF
R. C. YACHT MANAGEMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is R. C. YACHT MANAGEMENT, INC. The mailing address of the corporation is 17880 N.E. 9th Place, North Miami Beach, Florida 33162.

ARTICLES II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida and the United States.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, shall have the right to purchase her pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 17880 N.E. 9th Place, North Miami Beach, Florida 33162 and the name of the initial registered agent of this corporation at this address is Richard Cramer.

ARTICLES VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and address of the initial director of this corporation is:

Richard Cramer
17880 N.E. 9th Place
North Miami Beach, Florida 33162

ARTICLE VIII - INCORPORATOR

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

Richard Cramer
17880 N.E. 9th Place
North Miami Beach, Florida 33162

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribed have executed these Articles of Incorporation this 7th day of September, 2000.


Richard Cramer, Subscriber

State of Florida)
) ss
County of Dade)

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Richard Cramer known to me and known by me to be the persons who executed the foregoing Articles of Incorporation.

In Witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 7th of September, 2000.



Mitsukazu Tachibana

Notary Public
State of Florida

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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That R. C. YACHT MANAGEMENT, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of North Miami Beach, County of Dade, State of Florida, has named Richard Cramer located at 17880 N.E. 9th Place, North Miami Beach, Florida 33162 as its agent to accept service of process within this state.

Richard Cramer

Richard Cramer, President
7th September, 2000

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00 SEP 11 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Richard Cramer

Richard Cramer, Registered Agent
7th September, 2000