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Mark S. Feluren

October 17, 2000

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-10/18/00-01082-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Trans Ocean Yachts, Inc.

To Whom It May Concern:

Enclosed please find original executed Articles of Incorporation, as well as a copy thereof, for the referenced company. Please file the enclosed Articles of Incorporation as soon as possible.

Also enclosed is a check in the amount of \$70.00, representing the requisite filing fee and registered agent designation fee. Kindly stamp and return the copy of the Articles of Incorporation to the undersigned.

Very truly yours,

  
Mark S. Feluren

MSF/aa  
Enclosures

FILED  
00 OCT 18 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

gj 10/19

ARTICLES OF INCORPORATION  
OF  
TRANS OCEAN YACHTS, INC.

FILED  
00 OCT 18 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Trans Ocean Yachts, Inc.

SECOND: The principal office of the Corporation shall be located 1650 S.E. 17th Street, #101, Fort Lauderdale, Florida 33316. The mailing address of the Corporation is 1650 S.E. 17th Street, #101, Fort Lauderdale, Florida 33316.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 1,000, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: The number of directors constituting the initial Board of Directors of the Corporation is one which may be increased by the bylaws.

The name and address of the person who is to serve as the member of the initial Board of Directors of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles H. MacMahon	1650 S.E. 17th Street, #101 Fort Lauderdale, Florida 33316

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is 1650 S.E. 17th Street, #101, Fort Lauderdale, Florida 33316 and the name of the initial registered agent of the Corporation at such address is Charles H. MacMahon.

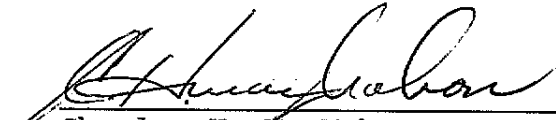
SIXTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Charles H. MacMahon	1650 S.E. 17th Street, #101 Fort Lauderdale, Florida 33316

SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

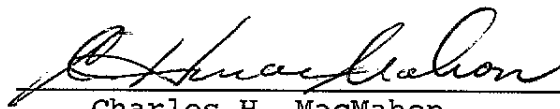
EIGHTH: The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation shall have been signed by the incorporator.

Signed on October 17, 2000

  
\_\_\_\_\_  
Charles H. MacMahon,  
Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

  
Charles H. MacMahon

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