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**Carlos Martinez**  
Attorney At Law

1000 E. Atlantic Blvd.  
Suite 205-D  
Orlando Beach, FL 33060

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-10/24/00--01004--009  
\*\*\*\*122.50 \*\*\*\*\*78.75

October 19, 2000

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Fl 32314

Re: <sup>CF</sup> ~~CK~~ Yacht Services, Inc.

Dear Madam/Sir:

Enclosed please find Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 for the payment of fees. Please forward the filing acknowledgment to this office.

Thank you for your attention in this matter.

Sincerely,

  
Carlos Martinez

CM/np.

Encls.

FILED  
00 NOV -1 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-25565  
PH 10/24/00  
PH 11/1/00



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 24, 2000

CARLOS MARTINEZ, ESQ.  
1000 E ATLANTIC BLVD, SUITE 205-D  
POMPANO BEACH, FL 33060

SUBJECT: CK YACHT SERVICES, INC.  
Ref. Number: W00000025569

We have received your document for CK YACHT SERVICES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 800A00055442



Tel: (954) 782-8077  
Fax: (954) 782-9266

**Carlos Martinez**  
Attorney At Law

1000 E. Atlantic Blvd.  
Suite 205-D  
Pompano Beach, FL 33060

October 27, 2000

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, Fl 32314

Attn: Pamela Hall

Re: CF Yacht Services, Inc.  
Ref. Number: W00000025569

Dear Ms. Hall:

Enclosed please find the Articles of Incorporation for CF Yacht Services, Inc., together with a copy of your letter dated October 24, 2000. Please forward the filing acknowledgment to this office.

Thank you for your attention in this matter

Sincerely,



Carlos Martinez

CM/np.

Encls.

ARTICLES OF INCORPORATION

OF

CF YACHT SERVICES, INC.

FILED  
00 NOV -1 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Carlos Freire, acknowledge and files in the Office of the Secretary of State of the State of Florida for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME:

The name of this corporation shall be: CF YACHT SERVICES, INC.

ARTICLE II

PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be: 7435 Chablis Court, Boca Raton, Florida 33433.

ARTICLE III

The general nature of the business and businesses to the transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or the United States.

Without in any way limiting any of the objects and powers of the corporation. It is expressly declared and provided that the corporation, to carry on its business, or for the purpose of publishing any of the objects here in above mentioned shall have

the power to make and perform contracts of any kind and description to do any and all other acts and things, and to exercise any and all other power, either as principal, agent or broker conferred by the laws of the State of Florida upon corporations formed under the laws of said state and which now or here after may authorized by law:

#### ARTICLE IV

##### SHARES:

The authorized capital stock of this corporation shall consist of: One Thousand (1,000) shares of common stock, one dollar (\$1.00) par value.

#### ARTICLE V

##### EXISTENCE:

The corporation shall have perpetual existence.

#### ARTICLE VI

##### REGISTERED OFFICE AND REGISTERED AGENT:

The initial street address of the corporation's initial Registered Office is 7435 Chablis Court, Boca Raton, Florida 33433. The initial Registered Agent for the corporation is Carlos Freire located at the initial address of the corporation.

#### ARTICLE VII

##### DIRECTORS:

The corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified.

## ARTICLE VIII

### FIRST BOARD:

The following shall constitute the First Board of Directors of the corporation:

Carlos Freire                      7435 Chablis Court  
Boca Raton, Florida 33433

### INCORPORATOR:

The name and address of the initial Incorporator of the corporation is as follows:

Carlos Freire                      7435 Chablis Court  
Boca Raton, Florida 33433

## ARTICLE IX


### GENERAL PROVISION:

- (a) The private property of the Stockholder shall not be subject to the payment of any corporate debts to any extend whatsoever.
- (b) Subject to the provisions and conditions of the article the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just value to be fixed by its Board of Directors.
- (c) A Director of the corporation may transact business, borrow, lend, or otherwise deal or contract with the corporation to the full extend and subject only to the limitations and provisions of the law of the State of Florida and the laws of the United States.
- (d) The corporation shall indemnify each Director and Officer of the corporation against all or any portion of any expense reasonable incurred by him in connection with arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an Officer or Director of the corporation (whether or not he continues to be an Officer or Director at the time of incurring such expenses), to the full extend

permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

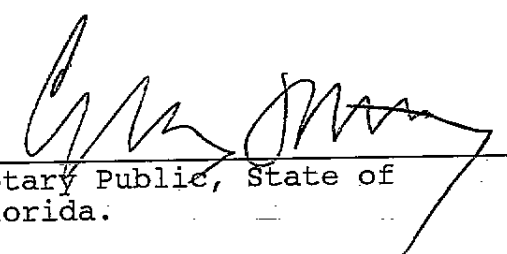
- (e) All share holders of the corporation shall be vested with full preemptive rights.

Subscribed at Pompano Beach, Florida, this 27th day of October, 2000.


  
\_\_\_\_\_  
Carlos Freire  
Incorporator

STATE OF FLORIDA       )  
                              )    ss:  
COUNTY OF BROWARD    )

The foregoing Articles of Incorporation were acknowledge before me this 27th day of October, 2000, by Carlos Freire.

  
\_\_\_\_\_  
Notary Public, State of  
Florida.

My Commission Expires:

 Carlos Martínez  
My Commission CC663051  
Expires August 1, 2001

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

00 NOV -1 PM 12: 05

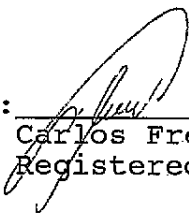
FILE  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 607.0501, Florida Statutes, and in compliance with the Act, the following is submitted:

First -- That CF YACHT SERVICES, 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 Boca Raton, County of Palm Beach, State of Florida, has named Carlos Freire, 7435 Chablis Court, Boca Raton, Florida 33433, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By:   
Carlos Freire  
Registered Agent