

Kirkpatrick & Lockhart LLP

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201 South Biscayne Blvd
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305.539.3300
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EFFECTIVE DATE
11-7-00

FILED
00 NOV 14 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 7, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800003462748--1
-11/14/00--01038--004
*****78.75 *****78.75

Re: ETI Yachts, Inc.

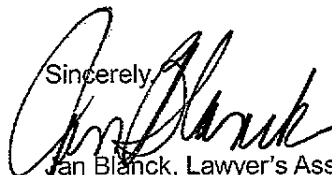
Ladies and Gentlemen:

Enclosed are duplicate copies of Articles of Incorporation prepared to effect the formation of the above-referenced proposed Florida corporation. Also enclosed is our check in the amount of \$78.75 in payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>8.75</u>

Total	\$ 78.75
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A return Federal Express envelope is enclosed for your convenience in responding.
Thank you for your cooperation with this matter.

Sincerely,

Jan Blanck, Lawyer's Assistant to
Clayton E. Parker

ARTICLES OF INCORPORATION
OF
ETI YACHTS, INC.

EFFECTIVE DATE
11-7-00
FILED
00 NOV 14 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of ETI Yachts, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is ETI Yachts, Inc.

ARTICLE II

ADDRESS

The street and mailing address of this Corporation shall be 22 South Links Avenue, Suite 204, Sarasota, FL 34236.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual, commencing November 7, 2000.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock, which this Corporation is authorized to issue, is 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 S. Biscayne Blvd., 20th Floor, Miami, FL 33131, and the registered agent for the Corporation at that address shall be Clayton E. Parker.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

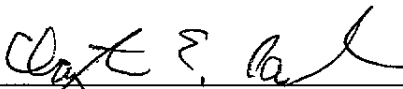
Name

Address

Clayton E. Parker

201 S. Biscayne Blvd.
20th Floor
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of November, 2000.



Clayton E. Parker,
Incorporator

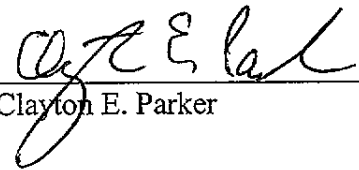
Certificate of Registered Agent

of

ETI YACHTS, INC.

Having been named to accept service of process for ETI Yachts, Inc., at the place designated in the foregoing Articles of Incorporation, Clayton E. Parker agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: November 7, 2000



Clayton E. Parker

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