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January 11, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Real Sailors, Inc.

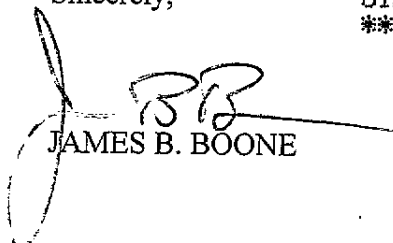
To The Receiving Clerk:

Enclosed please find the original and one copy of the Articles of Incorporation for Real Sailors, Inc. for filing with the Division of Corporations. Also enclosed is a check in the amount of \$78.75 for the filing fee. Please return a certified copy of the Articles to this office.

Thank you for your assistance in this regard.

Sincerely,

400003538234- -5
-01/16/01-01153-010
*****78.75 *****78.75


JAMES B. BOONE

JBB:njw

Enclosures

FILED
01 JAN 16 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 17 2001

ARTICLES OF INCORPORATION
OF
REAL SAILORS, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby execute the following document for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of Corporation For Profit.

ARTICLE ONE

The name of the Corporation shall be: REAL SAILORS, INC.

ARTICLE TWO

The general nature of the business and objects and purposes proposed to be transacted and carried on are to engage in any and all activities or business permitted under the laws of the United States and of this State.

ARTICLE THREE

The maximum number of shares of stock with One Dollar (\$1.00) par value that this Corporation is authorized to issue and have outstanding at one time is Five Hundred (500) shares. This stock shall not be subject to preemptive rights.

ARTICLE FOUR

This Corporation shall begin existence on the date of filing of these Articles with the Secretary of State.

ARTICLE FIVE

The initial address of this Corporation shall be 700 Polk Street, Slip A10, Hollywood, Florida 33022.

ARTICLE SIX

The number of directors shall be not less than one (1).

ARTICLE SEVEN

The names and addresses of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Eric J. Fontaine	700 Polk Street, Slip A 10 Hollywood, FL 33022
Carole D. Fontaine	700 Polk Street, Slip A 10 Hollywood, FL 33022

ARTICLE EIGHT

The name and street address of each Incorporator to the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eric J. Fontaine	700 Polk Street, Slip A 10 Hollywood, FL 33022

ARTICLE NINE

The street address of the initial registered office of this Corporation and the name of its initial agent at such address is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James B. Boone, Esq.	1107 SE 4 th Avenue Ft. Lauderdale, FL 33316

The Board of Directors from time to time may move the Registered Office to any other address

in the State of Florida.

ARTICLE TEN

The corporation shall have the further right and power to: From time to time determine whether and to what extent and to what times and places and under what conditions and regulations, the accounts and books of this Corporation (other than the stock book) or any of them shall be open to inspection of Stockholder(s); and no Stockholder shall any right of inspecting any account, book, or document of this Corporation except as conferred by statute, unless authorized by a resolution of the Stockholder(s) or Board of Director(s).

The Corporation may in its By-Laws confer power upon its Board of Director(s) or Officer(s), in addition to the foregoing and in addition to the powers authorized and expressly conferred by Statute.

Both Stockholder(s) and Director(s) shall have the power, if the By-Laws so provide, to hold respective meetings, and to have one or more officers within or without the State of Florida, and to keep the books of this Corporation (subject to the provisions of the Statutes) outside the State of Florida, at such places as may from time to time be designated by the Board of Director(s).

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by Statute, and all rights conferred upon Stockholder(s) herein are granted subject to this reservation.

ERIC J. FONTAINE, the undersigned, being the incorporator hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge, and file this certificate, hereby

declaring and certifying that the facts herein stated are true and accordingly have hereunto set
my hand and seal this 11 day of January, 2001.

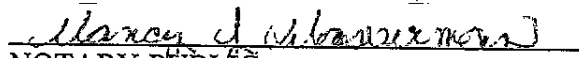

ERIC J. FONTAINE

STATE OF FLORIDA

COUNTY OF BROWARD

BE IT REMEMBERED that on this day before me personally appeared ERIC J. FONTAINE, party to the foregoing Articles of Incorporation, known to me personally to be such or provided identification in the form of _____, and acknowledged the said Articles of Incorporation to be a free and voluntary deed by them and that the facts therein stated are truly set forth.

WITNESS my hand and notarial seal at Ft. Lauderdale, Broward County, Florida, this 11th day of January, 2001.


NOTARY PUBLIC

My Commission Expires:



Nancy J. Wasserman
Commission # CG 904815
Expires Feb. 28, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

FILED

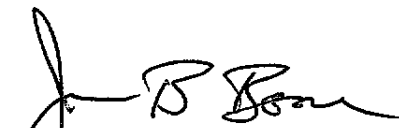
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: REAL SAILORS, INC.
2. The name and address of the registered agent and office is: JAMES B. BOONE, ESQ., 1107 SE 4th Avenue, Ft. Lauderdale, Florida 33316.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


By: JAMES B. BOONE, ESQ.

Date: January 11, 2001