

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO10000021026
South Florida
Yachts - North, Inc

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- ✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
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UCC 1 or 3 File _____
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- RECEIVED
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DIVISION OF CORPORATION
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SECRETARY OF STATE
TALLAHASSEE FLORIDA
- T. SMITH FEB 27 2001
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Signature _____

Requested by: BDO

Name _____

Date 2/27/01

Time 10:29

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ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA YACHTS-NORTH, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of this corporation shall be South Florida Yachts-North, Inc.

ARTICLE II: TERM OF EXISTENCE

This corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2550 South Bayshore Drive, Suite #2, Miami, Florida 33133.

ARTICLE IV: PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V: CAPITAL STOCK

This corporation is authorized to issue per value common stock as described below, and none other:

Maximum Number of Shares	1,000
Par Value Per Share	<u>\$5.00</u>

The authorization shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least, to the full par value of the stock to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at a lawful meeting of the Stockholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

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ARTICLE VI: PREEMPTIVE RIGHTS

The corporation may provide for preemptive rights of Stockholders pursuant to provisions of its By-Laws, but no preemptive rights shall exist unless specifically approved for inclusions in the By-Laws.

ARTICLE VII: INCORPORATOR

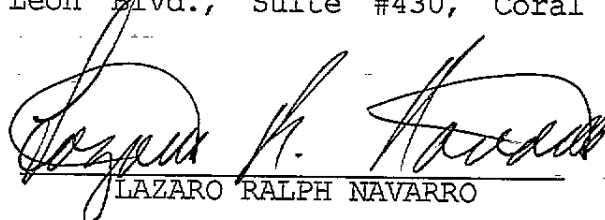
The name and address of the incorporator of these Articles of Incorporation is Lazaro Ralph Navarro, 2550 South Bayshore Drive, Suite #2, Miami, Florida 33133.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is Lazaro Ralph Navarro, 2550 South Bayshore Drive, Suite #2, Miami, Florida 33133.

ARTICLE IX: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Joel DeFabio, Esquire, 2121 Ponce de Leon Blvd., Suite #430, Coral Gables, Florida 33134.


LAZARO RALPH NAVARRO

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

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 South Florida Yachts-North, Inc.
2. The name and address of the registered agent and office is Joel DeFabio, 2121 Ponce de Leon Blvd., Suite 430, Coral Gables, Florida 33134.

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 AD 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.


JOEL DEFABIO, ESQUIRE

Dated: 2/24/01

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