

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO1000021046

South Florida
Yachts - South, Inc

900003783369--7

-02/27/01--01120--001

****472.50 *****78.75

FILED

01 FEB 27 PM 2:12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED

01 FEB 27 PM 12:51

DIVISION OF CORPORATION

☒ 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

___ Driving Record

___ UCC 1 or 3 File

___ UCC 11 Search

___ UCC 11 Retrieval

___ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

SMITH FEB 27 2001

ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA YACHTS-SOUTH, 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-South, 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.

FILED
01 FEB 24 PM 2:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

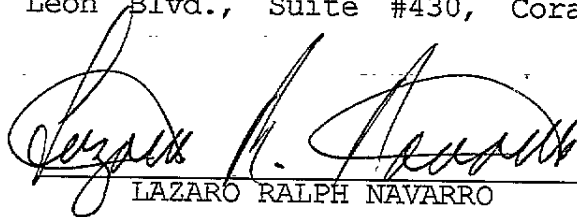
The name and address of the incorporator of these Articles of Incorporation is Lazaro Ralph Navarro, 2550 South Bayshore Drive, Suite #2, Miami, Florida 33133.

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

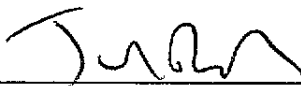
CERTIFICATE OF DESIGNATION

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-South, 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: 2/26/01

F11
01 FEB 27 PM 2:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA