

P01000030255
LUTZ, WEBB & BOBO, P.A.
LAWYERS

J. ALLEN BOBO
JOHN R. DUNHAM, III
DAVID D. EASTMAN
JODY B. GABEL
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PLEASE REPLY TO: SARASOTA

March 19, 2001

Via Federal Express

Division of Corporations
Office of the Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

FILED
01 MAR 20 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

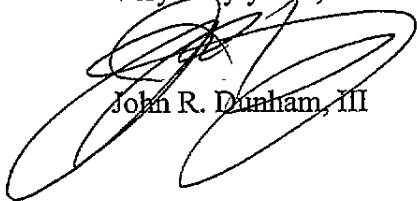
Re: Sunset Bay Yacht Brokerage, Inc.

Gentlemen:

Enclosed for filing please find original and one copy of signed Articles of Incorporation for Sunset Bay Yacht Brokerage, Inc. Please file the original and return a certified copy to me in the enclosed stamped self-addressed envelope. A check in the amount of \$78.75 is enclosed in payment of:

Filing fee	\$35.00
Registered agent designation	35.00
Certified copy	8.75

Thank you for your cooperation in this regard. Should you have any questions or comments, please do not hesitate to give me a call.

Very truly yours,

John R. Dunham, III

JRD/hb
Enclosures

cc: Mr. Jim Schanstra

**ARTICLES OF INCORPORATION
OF
SUNSET BAY YACHT BROKERAGE, INC.**

FILED
01 MAR 20 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF INCORPORATION are signed by the incorporator for the purposes of forming a profit corporation pursuant to the provisions of Florida Statutes Chapter 607, as amended, as follows:

ARTICLE I

The name of the corporation is SUNSET BAY YACHT BROKERAGE, INC.

ARTICLE II

The purpose for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed.

ARTICLE III

The street address of the principal office of the corporation is 417 12TH Street West, Suite 109, Bradenton, Florida 34052.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 10,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Lutz, Webb & Bobo, P.A. , One Sarasota Tower, 2 North Tamiami Trail, Suite 500, Sarasota, Florida

34236 and the initial registered agent for the Corporation at that address is John R. Dunham, III.

ARTICLE VI

The name and address of the incorporator are as follows

Jim Schanstra
2011 Shaw Woods Drive
Rockford, Illinois 61107

ARTICLE VII

The initial board of directors shall consist of two members. The name and address of the persons who will serve on the initial board of directors are:

NAME	ADDRESS
Jim Schanstra	2011 Shaw Woods Drive Rockford, Illinois 61107
B. J. North	84 North Shore Drive Anna Maria, Florida 34216

ARTICLE VIII

The duration of the corporation is perpetual.

ARTICLE IX

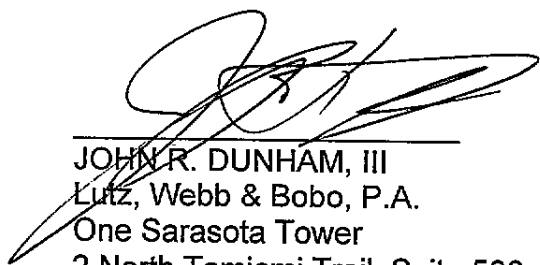
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15TH day of MARCH, 2001.


Jim Schanstra

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SUNSET BAY YACHT BROKERAGE, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).



JOHN R. DUNHAM, III
Lutz, Webb & Bobo, P.A.
One Sarasota Tower
2 North Tamiami Trail, Suite 500
Sarasota, Florida 34236

Date: 3-15-, 2001.

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01 MAR 20 AM 8:18
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TALLAHASSEE, FLORIDA