XXXXX



ACCOUNT NO. : 072100000032

REFERENCE: 216267

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE: April 16, 2001

ORDER TIME : 10:27 AM

ORDER NO. : 116267-005

CUSTOMER NO: 4704681

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O-Malderin...

CUSTOMER: Ms. Carol M. Berndt

Carol M. Berndt & Associates

Suite 206

1300 Sw 22nd Street Miami, FL 33145

DOMESTIC FILING

NAME: MICHI'S YACHT, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION

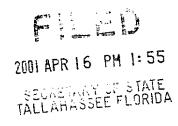
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

MICHI'S YACHT, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MICHI'S YACHT, INC.

The address of the principal office of this corporation shall be: 8603 South Dixie Highway, Suite 208, Miami, FL 33143 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be: 8603 South Dixie Highway, Suite 208, Miami, FL 33143.

And the name of the initial registered agent of the corporation at that address is:

Genaro R. Garcia.

ARTICLE V. TERM OF EXISTENCE

2001 APR 16 PM 1:55

This corporation is to exist perpetually.

SEUNE INKY DI STATE TALLAHASSEE FLORIDA

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Genaro R. Garcia Director

8603 South Dixie Highway, Suite 208 Miami, FL 33143

ARTICLE VII. INCORPORATOR

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

Genaro R. Garcia 8603 South Dixie Highway, Suite 208 Miami, FL 33143

The undersigned incorporator has executed these Articles of Incorporation on April 12, 2001.

Henry K. Hawa Genaro R. Garcia

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Henris L. Hausa