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R.D. YACHT MANAGEMENT, INC.  
C/O A & T ACCOUNTING & TAXES, INC.  
7098 BONITA DRIVE  
MIAMI BEACH, FLORIDA 33141

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 01, 2001

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-05/04/01--01073--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

In Re: Incorporation of R.D. Yacht Management, Inc.

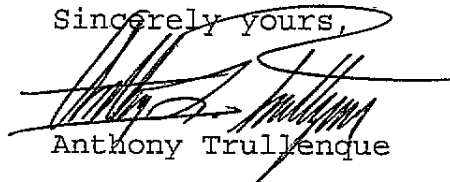
To Whom It May Concern,

Enclosed please find the Articles of Incorporation for the aforementioned corporation together with the Registered Agent Certificate and filing fees. Please file same and return the original recorded Articles and corresponding certificate to the following address:

R.D. Yacht Management, Inc.  
c/o A & T Accounting & Tax Service  
7098 71st Street  
Miami Beach, FL 33141

If you should have any questions, please do not hesitate to contact us at (305) 868-5365 or at the above styled address.

Sincerely yours,



Anthony Trullenque

jt/IT

Enclosures

BROWN MAY - 9 2001

ARTICLES OF INCORPORATION

OF

R.D. YACHT MANAGEMENT, INC.

The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, under the provisions and subject to the requirements of the Laws of the State of Florida, and we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

ARTICLE ONE  
NAME

The name of the corporation is:

R.D. YACHT MANAGEMENT, INC.

ARTICLE TWO  
DURATION

The term of existence of the corporation is perpetual.

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ARTICLE THREE  
PURPOSE

The general nature and purpose of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may engage in the following business:

- 1.) To engage in the business of serving the community at large as a repair and maintenance facility for boats, watercrafts, yachts and ships. This shall include design, refurbishing, custom work, underwater maintenance and capitain services and all other items of maintenance and repairs;
- 2.) To engage in the business of importing and exporting commodities, goods and any and all other materials, supplies and exportable/importable items permitted under the respective laws of the corresponding jurisdiction;
- 3.) To engage in the money brokerage business as permitted under the respective jurisdiction in which said business shall be effected;
- 4.) To engage in the real estate business as principal, agent, broker, and in any lawful capacity, and generally to take, lease, purchase, or otherwise acquire, and to own, use,

hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage operate , deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

- 5.) Furthermore, the corporation may take lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties;
- 6.) To engage and/or carry on a general construction, contracting, building, and realty management business, as principal, agent, representative, contractor, subcontractor, and in any other lawful capacity;
- 7.) to engage in any and all real estate activities both domestic and foreign and effect the purchase and sale of all kinds of real estate property of whatever nature and wherever situated.
- 8.) And to engage in the any and all commercial or other lines of business or businesses as the corporation may deem advisable.

ARTICLE FOUR  
CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

ARTICLE FIVE  
REGISTERED AGENT AND CORPORATE OFFICE

The name and street address of the initial registered agent of this corporation is:

ROBERTO E. DAMAS  
8038 N.W. 187TH TERRACE  
MIAMI, FLORIDA 33015

The corporate address and/or corporate headquarters shall be located at:

8038 N.W. 187TH TERRACE  
MIAMI, FLORIDA 33015

ARTICLE SIX  
INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially.  
The name and address of the initial director of the  
corporation is:

ROBERTO E. DAMAS  
8038 N.W. 187TH TERRACE  
MIAMI, FLORIDA 33015

ARTICLE SEVEN  
INCORPORATORS

The initial incorporator is as follows:

ROBERTO E. DAMAS  
8038 N.W. 187TH TERRACE  
MIAMI, FLORIDA 33015


ARTICLE EIGHT  
BY-LAWS

The initial By-laws of this corporation shall be adopted  
by the directors and shall be altered, amended  
or repealed from time to time by the Board of Directors.

ARTICLE NINE  
AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 1st day of May, two thousand and one (2001).



ROBERTO E. DAMAS

STATE OF FLORIDA     )  
                              )  
                              )  
COUNTY OF MIAMI DADE )

S.S.

BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, County of Miami-Dade, and City of Miami Beach, personally appeared :

ROBERTO E. DAMAS

and known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of May, two thousand and one (2001).

My commission expires:



  
NOTARY PUBLIC



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
AGENT UPON WHOM PROCESS MAY BE SERVED.

PURSUANT TO THE FLORIDA STATUTES, the following is submitted  
in compliance with said Statutes:

R.D. YACHT MANAGEMENT, INC.  
FIRST -- THAT \_\_\_\_\_  
is qualified to do business under the laws of the State of  
Florida with its principal office at 8038 N.W. 187th Terrace,  
Miami, Florida 33015, County of Miami-Dade, State  
of Florida, and has appointed:  
ROBERT E. DAMAS, located at 8038 N.W. 187th Terrace,  
City of Miami, County of Miami-Dade, State of Florida, as its  
agent to accept Service of Process within this State.

ACKNOWLEDGMENT (must be signed by Designated Agent)

Having been named to accept Service of Process for the  
above stated corporation, at the place designated in this  
certificate, I hereby agree to act in this capacity and  
further agree to comply with the provision of said Statutes  
relative to keeping open said office.

BY: 

RESIDENT AGENT