Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number

: (850)205-0381

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

Phone Fax Number : (305)634-3694 : (305)633-9696

FLORIDA PROFIT CORPORATION OR P.A.

keysboat, inc.

\$78.75	

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ARTICLES OF INCORPORATION OF KEYSBOAT, 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

The name of the corporation shall be Keysboat. Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and malling address of this corporation shall be 84301 Overseas Highway, Islamorada, FL 33036.

ARTICLE III SHARES

The number of shares of common stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares at a par value of \$.01 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Stoll & Associates, Ann: Christopher J. Gertz, Esq., 3696 North Federal Highway, Suite 300, Ft. Lauderdale, FL 33308.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Christopher J. Gertz, 3696 North Federal Highway. Suite 300, Ft. Lauderdale, FL 33308.

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PREPARED BY: Stoll & Associates 3696 North Federal Highway, Suite 300 Fort Lauderdale, FL 33308 (954) 745-3550

ARTICLE VI PURPOSE

This corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE VII

This corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the bylaws of this corporation, but shall never be less than one. The name and street address of the initial director of this corporation is as follows:

Joel Jenison, 84801 Overseas Highway, Islamorada, FL 33036.

ARTICLE VIII AFFILIATED TRANSACTIONS ELECTION

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE IX CONTROL SHARE ACQUISITION ELECTION

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The undersigned incorporator has executed these Articles of Incorporation this 14th day of May, 2001.

Christopher J. Gertz

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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:

Keysboat, Inc.

2. The name and address of the registered agent and office is:

Stoll & Associates Attn: Christopher J. Gertz, Esq. 3696 North Federal Highway Suite 300 Ft. Lauderdale, FL 33308.

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 as 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.

Christopher J. Gertz

May 14, 2001

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SECRETARY OF STATE
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