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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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FLORIDA PROFIT CORPORATION OR P.A.

NAUTICAL NICK'S YACHT SALES, INC.

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**ARTICLES OF INCORPORATION
OF**

NAUTICAL NICK'S YACHT SALES, INC.

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is NAUTICAL NICK'S YACHT SALES, INC., a Florida corporation.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall have no par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 3238 Beechberry Circle, Davie, FL 33328, and the name of its initial registered agent at such address is Michael E. Tyrrell. The principal office and mailing address of the corporation is 3238 Beechberry Circle, Davie, FL 33328.

This instrument prepared by:

DANIEL E. JONAS, ESQ.
JONAS & SILBERMAN, P.A.
300 71st Street, Suite #405
Miami Beach, FL 33141
Florida Bar No. 309850
Tel: (305) 866-7621

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ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are two. The names and addresses of the persons who are to serve as members of the initial Board of Director are as follows:

Michael E. Tyrrell
3238 Beechberry Circle
Davie, FL 33328

Melodie G. Tyrrell
3238 Beechberry Circle
Davie, FL 33328

ARTICLE VII - INCORPORATORS

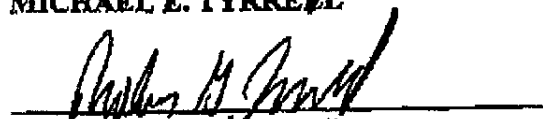
The names and addresses of the incorporators are:

Michael E. Tyrrell
3238 Beechberry Circle
Davie, FL 33328

Melodie G. Tyrrell
3238 Beechberry Circle
Davie, FL 33328

IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation at Miami Beach, Miami-Dade County, Florida on this 2nd day of July, 2001.


MICHAEL E. TYRRELL


MELODIE G. TYRRELL

STATE OF FLORIDA:

SS.

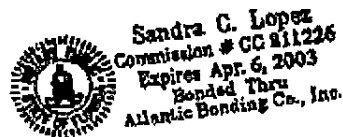
COUNTY OF MIAMI-DADE:

I HEREBY CERTIFY that on this 2nd day of July, 2001, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared MICHAEL E. TYRRELL and MELODIE G. TYRRELL who acknowledged before me that they are

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subscribers to these Articles of Incorporation and they have acknowledged that they have signed same on
this 2ND day of July, 2001, and who did take an oath.

Sandra C. Lopez
Notary Public at Large, State of Florida
My commission expires:



ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

COMES NOW, MICHAEL E. TYRRELL, hereby acknowledges ^{his n7.} ~~her~~ appointment as the
registered agent of NAUTICAL NICK'S YACHT SALES, INC., a Florida corporation, and ^{he n7.} ~~her~~ is familiar
with, and accepts, the obligations of that position.

Michael E. Tyrrell
MICHAEL E. TYRRELL

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