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Attorneys and Counselors at Law

68161

John H. Ritter (1913-1979)

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Of Counsel

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July 5, 2001

Florida Department of State

Division of Corporations

409 East Gaines Street

Tallahassee, FL 32399

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***150.00 ***150.00

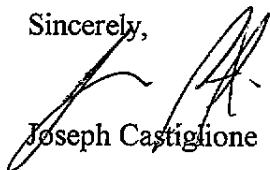
Re: Boats - Direct, Inc.

Gentlemen;

Enclosed, please find Articles of Incorporation and a check in the amount of \$150.00 to create the new corporation. We wish to receive the certified copy as quickly as possible. We have enclosed a Fedex airbill and envelope for your convenience.

If you have any questions, please do not hesitate to contact our office.

Sincerely,


Joseph Castiglione

FILED
01 JUL -9 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

OF

BOATS - DIRECT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: BOATS - DIRECT, INC.

The principal place of business of this corporation shall be at 555 NE 15 Street, Suite 100G, Miami, FL 33132.

ARTICLE II. NATURE OF BUSINESS

This 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, including but not limited to boat and yacht sales, brokerage, financing, purchasing, and owning.

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 no par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 555 NE 15 Street, Miami, Florida and the name of the initial registered agent of the corporation at that address is BEDFORD DAVIE, JR.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have ONE officer and ONE director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Bedford Davie, Jr. - President, Vice-President, Secretary, Treasurer, Director
555 NE 15 Street, Miami, Florida.

ARTICLE VII. INCORPORATOR

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

Bedford Davie, Jr.
555 NE 15 Street, Suite 100
Miami, Florida 33132

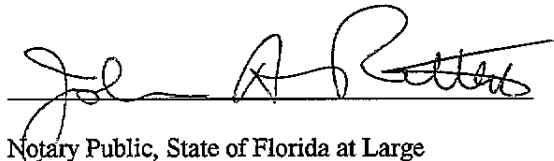
29 ^{June} IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this day of ~~March~~ 2001.


BEDFORD DAVIE, JR.

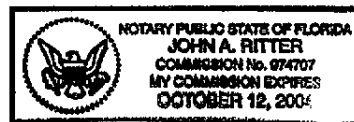
STATE OF FLORIDA

COUNTY OF Miami-DADE

The foregoing instrument was acknowledged before me this 29 ^{June} day of ~~March~~ 2001, by BEDFORD DAVIE, JR. produced his DL as identification or is personally known to me. Said person did not take an oath.


Notary Public, State of Florida at Large

My Commission Expires: _____



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

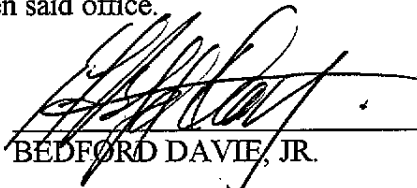
In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

BOATS - DIRECT INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Miami, County of Dade, State of Florida, has named Bedford Davie, Jr., 555 NE 15 Street, Miami, Florida 33132 as its agent to accept service of process within this State.


Office

ACKNOWLEDGMENT BY DESIGNATED AGENT

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


BEDFORD DAVIE, JR.

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01 JUL -9 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA