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OF COUNSEL
RENÉ SACASAS

December 11, 2001

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*****78.50 *****78.50

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Request to file Articles of Incorporation of HELMSMAN YACHT CO.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the filing fee as well as the fee for a certified copy.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Furthermore, I have enclosed a self-addressed, stamped envelope for your convenience.

Thank you for your attention to this matter.

Sincerely,

WELBAUM, GUERNSEY, HINGSTON,
GREENLEAF & GREGORY, L.L.P.

Robert J. Black /kc

Robert J. Black
For The Firm

RJB:kc
Enclosures

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FILED
01 DEC 13 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN DEC 14 2001 ✓

ARTICLES OF INCORPORATION

OF

HELMSMAN YACHT CO.

FILED
01 DEC 13 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator subscribes to these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: Helmsman Yacht Co.

ARTICLE II - TERM OF EXISTENCE

This corporation is to exist perpetually and shall commence on the date these Articles are signed.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation are organized are:

1. To operate a business involving the maintenance, renovation and repair of boats.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share, making the total One Thousand Dollars (\$1,000.00).

ARTICLE V - ADDRESS

The street address of the initial principal office of the corporation is: 13351-G S.W. 88TH Terrace, Miami, Florida 33186 and the name of its initial Registered Agent and her address are: GLORIA KATZ, 13351-G S.W. 88TH Terrace, Miami, Florida 33186.

ARTICLES VI - DIRECTORS

This corporation shall have a Board of Directors consisting of two (2) members initially, and all of the corporate powers shall be exercised and the business affairs of the corporation shall be managed under the direction of the Board of Directors. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than One. The names and addresses of the initial members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
GLORIA KATZ	13351-G S.W. 88 TH Terrace Miami, Florida 33186
RALPH AMOROSO	13351-G S.W. 88 TH Terrace Miami, Florida 33186

ARTICLE VII - INCORPORATORS

The names and the post office addresses of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
GLORIA KATZ	13351-G S.W. 88 TH Terrace Miami, Florida 33186
RALPH AMOROSO	13351-G S.W. 88 TH Terrace Miami, Florida 33186

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, these Articles have been subscribed on this, the 6
day of December, 2001.



GLORIA KATZ -
INCORPORATOR



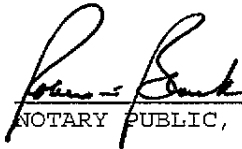
RALPH AMOROSO -
INCORPORATOR

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly appointed in the State and County named above to take acknowledgments, personally appeared, GLORIA KATZ and RALPH AMOROSO, to me known to be the persons described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS, my hand and official seal in the County and State named above, this 6 day of December, 2001.


NOTARY PUBLIC, State of Florida

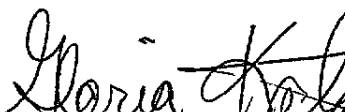
My Commission Expires:-



Robert J. Black
MY COMMISSION # CC961175 EXPIRES
September 28, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

By: 
GLORIA KATZ -
REGISTERED AGENT

FILED
01 DEC 13 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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