

P01000 118527

Requester's Name
Address

Sender's Name Vince Finlay Phone 305 944-2194

Company SCIENCE AND BUSINESS INSTITUTE

Address 1140 NE 163RD ST STE 51 Dept./Floor/Box/Room

City NORTH MIAMI BEACH State FL ZIP 33162

Office Use Only

(S), (if known):

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 1991 PM 1:43

- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

500004724615-7
-12/13/91-01050-017
*****18.75 *****18.75

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
ONE STOP YACHT SERVICES, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I : NAME

The name of the corporation shall be: **ONE STOP YACHT SERVICES, INC.**

The principal place of business of this corporation shall be:

3847 NE 168th Street, Suite 3B
North Miami Beach, FL 33160

This address is also the address of the Registered Agent.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 13 PM 1:43

ARTICLE II: NATURE OF BUSINESS

This corporation may engage in or transact 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.

The general nature of the business to be transacted by the corporation is:

- A. 1. Perform scheduled and unscheduled maintenance on boats of all makes, types, and sizes.
2. Perform detailing on boats of all makes, types, and sizes.
3. Subcontract with others to perform diverse duties on boats of all makes, types and sizes.
4. Perform any and all duties as seen fit by this corporation as related to all boats.
- B. To purchase, lease, exchange, hire or otherwise acquire lands or any interest therein, wherever situated; to erect, construct, rebuild, enlarge, alter, improve, maintain, manage and operate any lands owned or leased by the corporation,

buildings or other works owned, leased, managed or controlled by the corporation; to engage generally in the real estate business, as principal, agent, broker or otherwise, and generally to buy sell, lease, mortgage, exchange, manage, operate and deal in lands or interest in lands, houses, structures, buildings or other works; and to purchase, acquire, hold exchange, pledge, hypothecate, sell, deal in, deal with, and dispose of tax liens transfers of tax liens, and any other interests in real estate.

- C. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares for the capital stock of, or any bonds, securities, or other evidences of the indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- F. To exercise all powers convenient, incident to, or necessary in the proper conduct of its business, which are granted to corporations for profit under the laws of the the State of Florida, either by the terms of this charter or by virtue of the laws of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share; all shares shall be paid in full money of the United States of America in property, labor or services, the just value thereof shall be fixed by the Board of the Directors of the corporation in the manner provided for by the laws of the State of Florida.

ARTICLE IV: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V: AMENDMENTS

These Articles of Incorporation may be amended only by GARRY H. JEFFRIES, JR. of the Board of Directors. These amendments shall be presented to the stockholders and approved by a majority of the voting stockholders at any scheduled meeting of the stockholder's meeting - UNLESS ALL THE DIRECTORS AND ALL THE VOTING STOCKHOLDERS SIGN A WITTEN STATEMENT MANIFESTING THEIR INTENTIONS THAT A CERTAIN AMENDMENT OF THE ARTICLE IS MADE.

ARTICLE VI: OFFICERS DIRECTORS

The name and street address of the initial officer and director if any, who shall hold office the first year of the corporation's existence or until his successor is elected, is:

Garry H. Jeffries, Jr.
3847 NE 168th Street, Suite 3B
North Miami Beach, FL 33160

NO contract or other transaction between this Corporation and no other act of this Corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the officers, stockholders or directors of this corporation are pecuniarily or otherwise interested in, or are stockholders, directors or officers of such other corporations any officer, stockholder or director of this corporation individually or any firm or association of which any officer, stockholder or director may be a member,

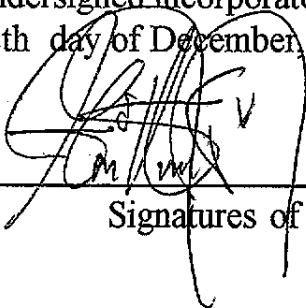
may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact the individual or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors at which action upon any such contract or transaction shall be taken; of any director of this corporation who is also a director or officer of such other corporation or who is so interested at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such corporation or not so interested. Any director of this corporation may vote upon any contract or other transaction between this corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

ARTICLE VIII: INCORPORATORS

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

Garry H. Jeffries, Jr.
3847 NE 168th Street, Suite 3B
North Miami Beach, Fl 33160

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 12th day of December, 2001



Signatures of Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

THE FOREGOING instrument was acknowledged and sworn to before me this 12th

day of December, 2001 by

Garry H. Jeffries, Jr.

of ONE STOP YACHT SERVICES, INC.

Notary Public





Official Seal
V.R. FUNLAY
Notary Public, State of Florida
My Comm. Expires March 30, 2003
No. CC 810340
Fla Notary Source A Bonding Company

My Commission Expires:

3/30/2003

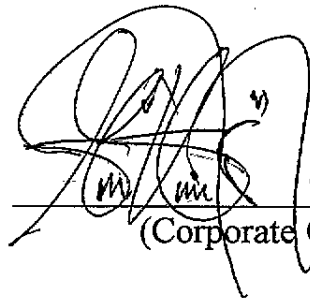
**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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 corporation is: **ONE STOP YACHT SERVICES, INC.**
2. The name and address of the registered agent and office is:

Garry H. Jeffries, Jr.
3847 NE 168th Street, Suite 3B
North Miami Beach, Fl 33160

SIGNATURE _____



(Corporate Officer)

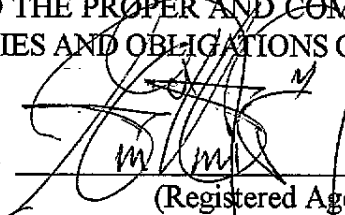
TITLE : President, Secretary, Treasurer

DATE: 12/12/2001

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 13 PM 1:43

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUES.

SIGNATURE _____



(Registered Agent)

ADDRESS 3847 NE 168th Street, Suite 3B
North Miami Beach, Fl 33160

DATE 12/12/2001