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ACCOUNT NO. : 072100000032

REFERENCE : 173675 4704681

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ 78.75

FILED
02 JAN 31 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : January 31, 2002

ORDER TIME : 12:08 PM

ORDER NO. : 173675-005

CUSTOMER NO: 4704681

800004851668--8

CUSTOMER: Ms. Carol M. Berndt
Carol M. Berndt & Associates

Suite 206
1300 Sw 22nd Street
Miami, FL 33145

DOMESTIC FILING

NAME: COMPLETE YACHT SALES &
BROKERAGE INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS: _____

RECEIVED
02 JAN 31 PM 2:59
CLERK OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JAN 31 2002

ARTICLES OF INCORPORATION
OF
COMPLETE YACHT SALES & BROKERAGE INC.

FILED
02 JAN 31 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

COMPLETE YACHT SALES & BROKERAGE INC.

The address of the principal office of this corporation shall be: 928 N.E. 20th Avenue, Ft. Lauderdale, FL 33304 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The 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.

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 \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be: 548 N.E. 20th Avenue, Ft. Lauderdale, FL 33304.

And the name of the initial registered agent of the corporation at that address is:

Cary George Douglas

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The name and address of the initial member of the Board of Directors is:

Cary George Douglas
Director

17784 S.W. 28th Street
Miramar, FL 33029

Rosetta Marie Walker-Sanchez
Director

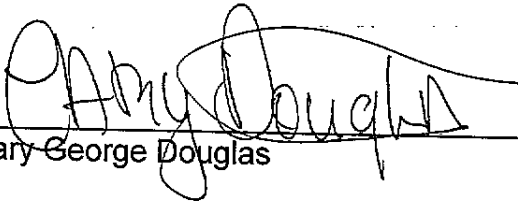
17784 S.W. 28th Street
Miramar, FL 33029

ARTICLE VII. INCORPORATOR

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

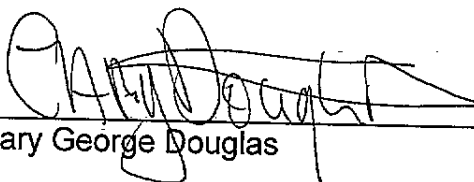
Cary George Douglas
17784 S.W. 28th Street
Miramar, FL 33029

The undersigned incorporator has executed these Articles of Incorporation on January 29, 2002.


Cary George Douglas

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Cary George Douglas

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TALLAHASSEE, FLORIDA