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THE LAW OFFICE OF MICHAEL J. MOORE

Attorney at Law
100 Second Avenue South
Suite 200
St. Petersburg, FL 33701

EFFECTIVE DATE
3-12-02

Tel: 727-896-3847

Fax: 727-577-3581

March 12, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

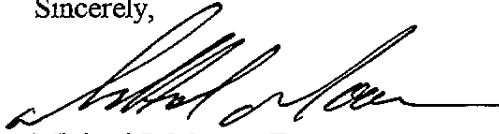
Re: **YACHT MARKETING GROUP, INC.**

Dear Division of Corporations:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced corporation, and a check for \$78.75.

Please file the Articles and return a Certified Copy of the approved Articles to the undersigned attorney.

Sincerely,



Michael J. Moore, Esq.
Attorney at Law

enclosure

FILED
02 MAR 15 PM 12:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE MAR 21 2002 4

EFFECTIVE DATE

3-12-02

ARTICLES OF INCORPORATION
OF
Yacht Marketing Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

Article 1. Name. The name of the Corporation shall be:

Yacht Marketing Group, Inc.

Article 2. Address. The location and mailing address of the principal office of the Corporation is 100 SECOND AVE. S., STE. 200, ST. PETERSBURG, FL 33701.

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive net assets of the Corporation upon dissolution. The Corporation is authorized to issue 1000 common shares.

Article 4. Purpose. The purpose for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act (Florida Statutes Chapter 607).

Article 5. Effective Date. The effective date of incorporation shall be March 12, 2002.


Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than

one. The name and address of the initial Director of the corporation is JAMES A. WOOD, whose address is 100 SECOND AVE. S., STE. 200, ST. PETERSBURG, FL 33701.

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 100 SECOND AVE. S., STE. 200, ST. PETERSBURG, FL 33701 and the name of the initial Registered Agent at that address is JAMES A. WOOD.

Article 8. Incorporator. The name of the Incorporator is JAMES A. WOOD, whose address is 100 SECOND AVE. S., STE. 200, ST. PETERSBURG, FL 33701.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this the 12th day of March, 2002.


JAMES A. WOOD

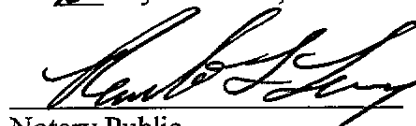
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared JAMES A. WOOD known to me personally to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 12th day of March, 2002.



Rembert L. Lowery
Commission # DD 011558
Expires March 22, 2005
Bonded Through
Atlantic Bonding Co., Inc.


Notary Public

FILED

02 MAR 15 PM 12:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, **JAMES A. WOOD**, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JAMES A. WOOD

Date: March 12, 2002.