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May 31, 2002

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-06/04/02--01040--015  
\*\*\*\*133.75 \*\*\*\*\*87.50

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32301

Delivered via UPS Overnight

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~~-06/03/02--01035--005~~  
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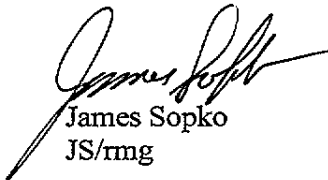
Re: SHOWCASED YACHTS, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for SHOWCASED YACHTS, INC. and Check No. 12351 in the amount of \$133.75 payable to the State of Florida. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Incorporation to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,

  
James Sopko  
JS/rmg

EFFECTIVE DATE  
5-31-02

Enclosures

cc: Mr. Peter Schmidt

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 JUN -4 AM 10:34

Handwritten initials and a circled 'D' at the bottom right of the page.

EFFECTIVE DATE  
5-31-02

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
SHOWCASED YACHTS, INC.

02 JUN -4 AM 10: 34

ARTICLE I

NAME

The name of this corporation shall be: SHOWCASED YACHTS, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue 5,000,000 shares of common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of this corporation is 15 Heritage Way, Stuart, Florida 34995.

ARTICLE VI

DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial Directors of this corporation are:

Peter A. Schmidt  
15 Heritage Way  
Stuart, FL 34995

Louis Bother  
15 Heritage Way  
Stuart, FL 34995

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

853 SE Monterey Commons Blvd.  
Stuart, FL 34996

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

James Sopko

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these articles is:

James Sopko  
Post Office Box 2421  
Stuart, Florida 34995-2421

ARTICLE IX

AMENDMENTS


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

EEFFECTIVE DATE

The effective date of this corporation is May 31, 2002.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of May, 2002.

  
James Sopko

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 JUN -4 AM 10: 34

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, SHOWCASED YACHTS, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 31st day of May, 2002.

  
\_\_\_\_\_  
James Sopko, Registered Agent