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FLORIDA PROFIT CORPORATION OR P.A.

dawson yacht sales, inc.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 18, 2002

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SUBJECT: DAWSON YACHT SALES, INC.  
REF: W02000017686

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**DAWSON YACHT SALES, INC.**

**ARTICLE I**

Name of Corporation

The name of this corporation is **DAWSON YACHT SALES, INC.**

**ARTICLE II**

Corporate Existence

This corporation shall have perpetual existence.

**ARTICLE III**

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE IV**

Principal Office

The address of the initial principal office of this corporation is 3807 N. 29<sup>th</sup> Avenue,  
Hollywood, Florida 33020.

Prepared by:

Lawrence Bieler, Esq.  
FBN 349852  
Two S. Biscayne Blvd., #3250  
Miami, Florida 33131

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*ARTICLE V*

Registered Office

The address of the initial registered office of the corporation is Two S. Biscayne Boulevard, Suite 3250, Miami, Florida 33131. The Board of Directors may from time to time move the registered office to any other address in Florida.

*ARTICLE VI*

Registered Agent

The initial registered agent of the corporation for accepting service of process pursuant to applicable Florida Statutes, shall be:

Lawrence Bieler, Esq.  
Two S. Biscayne Boulevard, Suite 3250  
Miami, Florida 33131

*ARTICLE VII*

Directors

This corporation shall have not less than one director. The name and address of the initial director of this corporation is:

Arthur Bieler  
3807 N. 29<sup>th</sup> Avenue  
Hollywood, Florida 33020

The number of directors of this corporation may be set from time to time by resolution adopted by a majority vote of the outstanding common shares.

*ARTICLE VIII*

Capital Stock

The maximum number of shares of stock in this corporation which it is authorized to have outstanding at any one time is One Thousand (1,000) shares of Common Stock at One & 00/100 (\$1.00) Dollar par value. Each stockholder shall be entitled to one (1) vote for each share of stock owned.

*ARTICLE IX*

Shareholders' Preemptive Rights

This corporation elects to have preemptive rights.

*ARTICLE IX*

Incorporator

The name and address of the incorporator is as follows:

Arthur Bieler  
3307 N. 29<sup>th</sup> Avenue  
Hollywood, Florida 33020

*ARTICLE X*

Directors' Liabilities and Rights

No contract, act or transaction of this corporation with any person or persons, firm or other corporations, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or corporation, and each and every person who

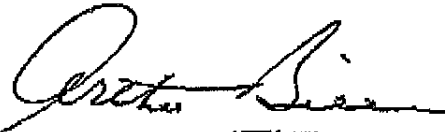
may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or corporation in which he may anyway be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

**ARTICLE XI**

**Amendment**

These Articles of Incorporation may be amended, changed, altered or repealed only by majority vote of the outstanding common shares.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of May, 2002.



ARTHUR BIELER, Incorporator

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**REGISTERED AGENT ACKNOWLEDGMENT**

Having been named Registered Agent for the above named corporation, at the Registered Office designated in this certificate, I hereby acknowledge that I am familiar with and accept the obligations of that position and agree to comply with all legal requirements relative thereto.



Lawrence Bibler, Esq.  
Registered Agent  
Two S. Biscayne Boulevard, Suite 5250  
Miami, Florida 33131

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