LAW OFFICES OF

ARTHUR J. BERK

848 BRICKELL AVENUE
SUITE 200
MIAMI, FLORIDA 33131

ADMITTED TO PRACTICE
IN FLORIDA AND
NORTH CAROLINA
(INACTIVE)

TEL.: (305) 358-2050
FAX: (305) 375-9428
(305) 358-4916

P02000108725

October , 2002

300008237623--4
-10/07/02--01056--007
*****78.50 *****78.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314 via Federal Express

Gentlemen:

I am enclosing an original and copy of Articles of Incorporation of Coconut Grove Sails & Canvas, Inc., together with my check to your order in the sum of $78.75 for the filing fee and the cost of a certified copy, which should be sent to me at the above address.

Very truly yours,

Arthur J. Berk
ajb/sl

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT -7 AM 9:29

J. SMITH OCT 09 2002

ARTICLES OF INCORPORATION
OF
COCONUT GROVE SAILS & CANVAS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of this corporation is Coconut Grove Sails & Canvas, Inc.

ARTICLE II
NATURE OF THE BUSINESS

This corporation shall have the power to transact or engage in any business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
AUTHORIZED SHARES

The capital stock of this corporation shall consist of 100 shares of common stock having no par value.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than One Hundred ($100.00) Dollars.

ARTICLE V
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI
INITIAL ADDRESS

The initial address of the principal place of business of this corporation in the State of Florida shall be Suite 200, 848 Brickell Ave., Miami, Florida 33131. The Board of Directors may at any time and from time to time move the principal office of this corporation to any location within or without the State of Florida.

ARTICLE VII
DIRECTORS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws. The number of persons constituting the initial Board of Directors shall be one (1).

ARTICLE VIII
INITIAL DIRECTORS

The names and addresses of the initial member of the Board of Directors is as follows:

Carla Frederick
6986 S.W. 47 Street
Miami, FL 33158

ARTICLE IX
INITIAL OFFICERS

The names of the initial officers of the Corporation are:

President	_ Carla Frederick
Secretary	_ Carla Frederick
Treasurer	_ Carla Frederick

ARTICLE X
SUBSCRIBER

The name and address of the person signing these Articles of Incorporation as subscriber is:

Arthur J. Berk
Suite 200
848 Brickell Avenue
Miami, FL 33131

ARTICLE IX
VOTING FOR DIRECTORS

The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided in the By-Laws.

ARTICLE XII
CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or, hereafter a direct or indirect interest in such contract.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XIV
RESIDENT AGENT

The name and address of the initial resident agent of this corporation is:

Arthur J. Berk
848 Brickell Avenue
Suite 200
Miami, FL 33131

IN WITNESS WHEREOF, I have hereunto subscribed to and executed these Articles of Incorporation this 3 day of October, 2002.

Arthur J. Berk, Subscriber

Subscribed and sworn to this 3 day of October, 2002.

Before me:

AIDA ROSADO
MY COMMISSION # CC 791925
EXPIRES: January 12, 2003
Underwriters

Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I am familiar with and accept the obligations of that position pursuant to the Statutes of the State of Florida.

Arthur J. Berk

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 OCT -7 AM 9:29