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STATE
CORPORATIONS
DIVISION
TALLAHASSEE, FLORIDA

03 FEB -6 PM 1:37

03 FEB -6 PM 1:44

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2-6-03

INTENTION TO FILE
ARTICLES OF INCORPORATION

Jan.15, 2003

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

Dear Secretary of State:


Enclosed is an original and one copy of the Articles of Incorporation of **B & B YACHT SERVICES INC.**

Also find enclosed a designation of registered agent, and a check made payable to the Secretary of State in the amount of **\$78.75** which includes the statutory filing fee.

Your assistance is appreciated in establishing the corporation to be known as **B & B YACHT SERVICES INC.**

Please return the copy stamped with the filing date and document number.

Respectfully,


Arthur C. Brown
565 210 Street Unit# 103
N.Miami, Fla. 33169

ARTICLES OF INCORPORATION
OF
B & B YACHT SERVICES INC.

COMMON STOCK

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 FEB -6 PM 1:44

ARTICLE I

The name of the corporation shall be B & B YACHT SERVICES INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be: 565 210 Street Unit# 103, N.Miami, FL 33169.

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 100,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE VI

The corporation elects to have preemptive rights.

Each shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor. Such subscriptions or purchases shall be pro-rata in accordance with the number of shares then held by each shareholder in the corporation.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (chaps 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

- (1) Arthur C. Brown, 565 210 Street Unit# 103, N. Miami, FL 33169

ARTICLE XI

The initial registered agent of the corporation is ARTHUR C. BROWN. The street address of the corporation's initial registered office is 565 210 Street Unit# 103, N. Miami, Fla. 33169.

ARTICLE XII

The name(s) and address(es) of the incorporator(s) to these Articles of Incorporation is (are)

Arthur C. Brown, 565 210 Street Unit# 103, N. Miami, Fla. 33169

ARTICLE XIII

The powers of the incorporators cease upon filing of the Articles of Incorporation.

The undersigned incorporator has executed these Articles of Incorporation this 15th day of January, 2003.

Arthur C. Brown
Arthur C. Brown, Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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CONSENT TO SERVE AS REGISTERED AGENT
FOR
B & B YACHT SERVICES INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: Jan.15, 2003

Arthur C. Brown
ARTHUR C. BROWN, Registered Agent

Registered address:
565 210 Street Unit# 103
N. Miami, Fla. 33169