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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

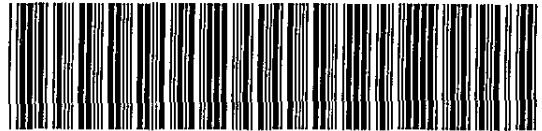
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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LAW FIRM OF
JAMES L. ESSENSON
ATTORNEY AND COUNSELOR AT LAW
FLORIDA NEW YORK
2071 MAIN STREET
SARASOTA, FLORIDA 34237

IN ASSOCIATION WITH:
BERKOWITZ & PACE
BUFFALO, NEW YORK

(941) 954-0303
FAX (941) 951-7739

August 27, 2003

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

RE: Articles of Incorporation of C' Kruse Yacht Corporation

Dear Sir or Madam:

With reference to the above matter, enclosed the following:

1. Original Articles of Incorporation for C' Kruse Yacht Corporation;
2. Copy of Articles of Incorporation for certifying by your office;
3. Original acceptance of Registered Agent;
4. This firm's trust check #6050 in the amount of \$78.75, made payable to "Florida Department of State", in consideration of the following fees:
 - a. Filing fee/Articles of Incorporation. \$35.00
 - b. Filing fee registered agent designation \$35.00
 - c. Certified copy of Articles of Incorporation \$ 8.75

Kindly return the certified copy of the Articles of Incorporation in the stamped, self-addressed envelope enclosed. Thank you.

Very truly yours,

THE LAW FIRM OF JAMES L. ESSENSON

By:  James L. Essenson

JLE\dw
Enclosures
cc: Cynthia P. Kruse
F:\client list\KRUSE\Tom & Cindy\C' Kruse Yacht Corporation\Secretary of State.8.26.03.doc

ARTICLES OF INCORPORATION
OF
C' KRUSE YACHT CORPORATION
ARTICLE ONE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation. The name of this corporation shall be C' Kruse Yacht Corporation and the principal corporate office and mailing address is 1520 S. Lodge Drive, Sarasota, Florida 34239.

ARTICLE TWO

General Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida for which corporations may be organized under the laws of the State of Florida.

ARTICLE THREE

Authorized Capital Stock. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time shall be seventy-five hundred (7,500) of common stock with a par value of \$1.00 per share.

ARTICLE FOUR

Term of Existence. This corporation is to exist perpetually unless dissolved according to law.

ARTICLE FIVE

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 2071 Main Street, Sarasota, Florida 34237, and the name of the initial registered agent of this corporation at that address is James L. Essenson.

ARTICLE SIX

Initial Board of Directors. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and addresses of the initial director of the corporation is:


Cynthia P. Kruse
1520 S. Lodge Drive
Sarasota, FL 34239

ARTICLE SEVEN

Incorporators. The name and address of the person signing these Articles is:

Cynthia P. Kruse
1520 S. Lodge Drive
Sarasota, FL 34239

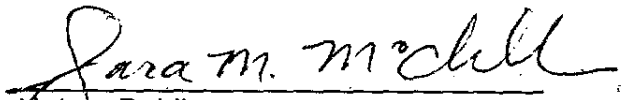
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 21st day of August, 2003.

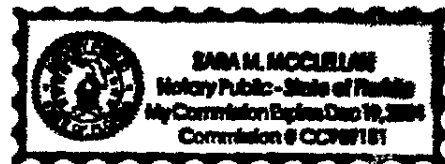

Cynthia P. Kruse

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Cynthia P. Kruse, who is personally known to me or has produced _____ as identification, to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the State and County aforesaid, on this 21st day of August, 2003.


Notary Public
My commission expires:



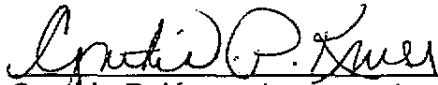
CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

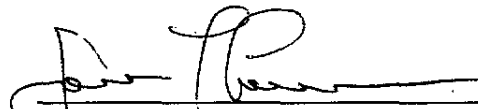
In compliance with §48.091, Florida Statutes, the following is submitted:

C' Kruse Yacht Corporation, desiring to organize or qualify under the laws of the State of Florida, has named James L. Essenson as its agent to accept service of process within Florida at 2071 Main Street, Sarasota, Florida 34237.


Cynthia P. Kruse, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


James L. Essenson

Dated: August 21, 2003