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**FLORIDA PROFIT CORPORATION OR P.A.**

**HEESEN YACHTS OF NORTH AMERICA, INC.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
HEESEN YACHTS OF NORTH AMERICA, INC.**

The undersigned incorporator, for the purpose of forming a Corporation under the provisions of Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is: Heesen Yachts of North America, Inc.

**ARTICLE II - DURATION**

The duration of the Corporation is perpetual. Corporate existence is to commence on the filing of the Articles of Incorporation.

**ARTICLE III - PURPOSES**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE OR MAILING ADDRESS**

The address of the initial principal office and the mailing address of this Corporation is 1515 S.E. 17<sup>th</sup> Street, Suite 131, Ft. Lauderdale, Florida 33316.

Prepared by:  
R. Donald Mistry, Esq.  
Fl Bar #092362  
Holland & Knight LLP  
200 Central Ave., Suite 1600  
St. Petersburg, FL 33701  
(727) 896-7171 (Phone)  
(727) 822-8048 (Fax)

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ARTICLE V - SHARES

The number of shares this Corporation is authorized to issue shall be ten thousand (10,000) shares with a par value of one cent (\$0.01) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office and the name of its initial registered agent at that office are R. Donald Mastry, Esq., 200 Central Avenue, Suite 1600, St. Petersburg, Florida 33701.

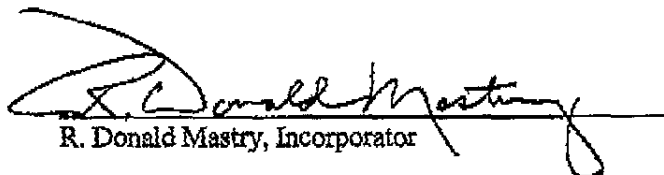
ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation are R. Donald Mastry, Esq., 200 Central Avenue, Suite 1600, St. Petersburg, Florida 33701.

ARTICLE VIII - BOARD OF DIRECTORS

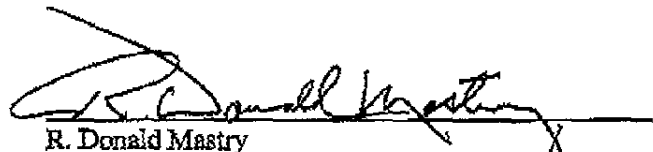
The business affairs of this Corporation shall be managed by a Board of Directors consisting of not less than 1 member, as established by the By-Laws.

IN WITNESS WHEREOF, for the purpose of forming a Corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 19<sup>th</sup> day of September, 2003.

  
R. Donald Mastry, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been appointed as the initial registered agent for Heesen Yachts of North America, Inc., as stated in the foregoing Articles of Incorporation, R. Donald Mastry hereby accepts such appointment as registered agent. Such registered agent is familiar with and accepts the obligations of the position as registered agent.

  
R. Donald Mastry

Date: September 19, 2003.

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