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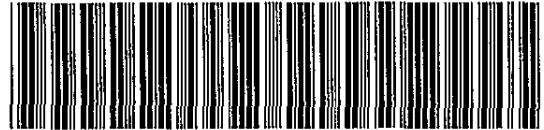
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## LAW OFFICE OF SHARON STRAYER LEARCH PA

1807 North Third Street  
Jacksonville Beach, Florida 32250  
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Sharon Strayer Learch  
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April 5, 2004

VIA UPS

Registration Section  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

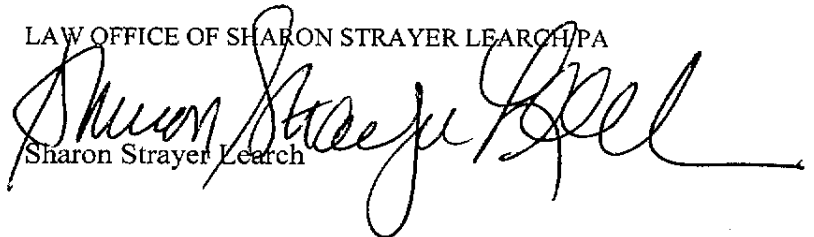
Re: ALAN LEARCH YACHT SALES, INC.

Ladies and Gentlemen:

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 which includes the filing fee, fee for a certified copy, and fee for a certificate of status.

Sincerely,

LAW OFFICE OF SHARON STRAYER LEARCH PA

  
Sharon Strayer Learch

Enclosures

**ARTICLES OF INCORPORATION  
OF  
ALAN LEARCH YACHT SALES, INC.**

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The undersigned, acting as incorporator of **ALAN LEARCH YACHT SALES, INC.**, under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is: **ALAN LEARCH YACHT SALES, INC.**

**ARTICLE II. ADDRESS**

The street address of the initial principal office is **2772 Bordeaux Court, Ponte Vedra Beach, Florida 32082**, and the mailing address of the corporation is **2772 Bordeaux Court, Ponte Vedra Beach, Florida 32082**.

**ARTICLE III. DURATION AND COMMENCEMENT**

The corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

**ARTICLE IV. SHARES**

The corporation is authorized to issue One Hundred (100) shares of common stock, with a par value of \$.01 per share.

**ARTICLE V. REGISTERED OFFICE AND AGENT**

The corporation designates **2772 Bordeaux Court, Ponte Vedra Beach, Florida 32082**, as the street address of the initial registered office of the corporation and name **Alan N. Learch** as the corporation's initial registered agent at that address to accept service of process within this state.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The Company has one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name and address of the initial director is:

Alan N. Learch, **D,P,V,S,T**  
2772 Bordeaux Court  
Ponte Vedra Beach, Florida 32082

#### ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Alan N. Learch	2772 Bordeaux Court Ponte Vedra Beach, Florida 32082

#### ARTICLE IX. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation of which the corporation is a shareholder, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation of which the corporation is a shareholder. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation of which the corporation is a shareholder, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation of which the corporation is a shareholder. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b)

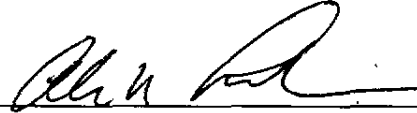
shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on April 5, 2004.

  
\_\_\_\_\_  
Alan N. Learch  
Incorporator

### ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.



Alan N. Learch  
Registered Agent  
Dated: April 5, 2004

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