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DIVISION OF CORPORATIONS
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• GENERAL TRIAL PRACTICE
ADMIRALTY

LAW OFFICES
OF
JOHN T. DAVID, P.A.
408 SOUTH ANDREWS AVENUE
SUITE 202
FORT LAUDERDALE, FLORIDA 33301

(954) 523-1755
FAX # (954) 523-7730

CRIMINAL LAW
ENVIRONMENTAL LAW

REPLY TO:
P.O. BOX 608
FT. LAUDERDALE, FL
33302

April 27, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

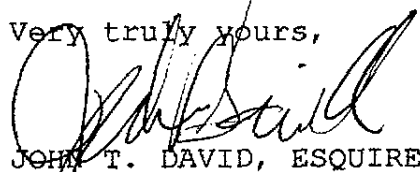
Re: Classic Yacht Restoration, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for Classic Yacht Restoration, Inc. Also enclosed is check number 11280, made payable to the Secretary of State, in the amount of \$78.75 as the cost of filing and recording this document. Once the Articles have been filed, I would request that you forward a copy to this office.

Thank you for your cooperation in this regard. If you have any questions, please do not hesitate to contact this office.

Very truly yours,



JOHN T. DAVID, ESQUIRE

JTD/tr
Encls.

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ARTICLES OF INCORPORATION
OF
CLASSIC YACHT RESTORATION, INC.

ARTICLE I
NAME

The name of this Corporation shall be Classic Yacht Restoration, Inc.

ARTICLE II
NATURE OF BUSINESS

The Corporation is to be engaged in yacht restoration and may also engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a \$1.00 par value.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE V
ADDRESS

The initial street address of the Corporation's principal office in the State of Florida shall be:

2450 Deer Creek CC Boulevard, #210
Deerfield Beach, Florida 33442

ARTICLE VI
REGISTERED AGENT

The Registered Agent of this Corporation shall be:

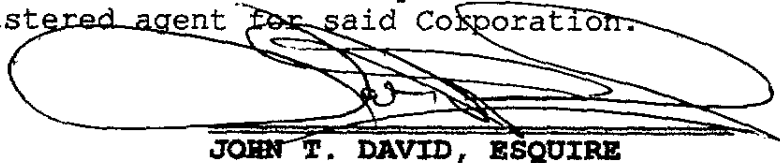
JOHN T. DAVID, ESQUIRE
408 South Andrews Avenue
Suite 202
Fort Lauderdale, FL 33301

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ARTICLE VII - REGISTERED AGENT'S ADDRESS

The street address of the registered agent for this Corporation is 408 South Andrews Avenue, Suite 202, Fort Lauderdale, Florida 33301, and the name of the registered agent of this Corporation at that address is JOHN T. DAVID, ESQUIRE.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



JOHN T. DAVID, ESQUIRE

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have 1 Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than 1. The name and address of the initial Director of this Corporation is as follows:

NAME

ADDRESS

Barbara Jean Dillon	2450 Deer Creek CC Boulevard, #210 Deerfield Beach, Florida 33442
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ARTICLE IX - INCORPORATORS

The name and address of the person signing these Articles of Incorporation as its initial incorporator is:

Barbara J. Dillon
2450 Deer Creek CC Boulevard, #210
Deerfield Beach, Florida 33442

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

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ARTICLE XII - INDEMNIFICATION 04 APR 29 AM 8:28

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

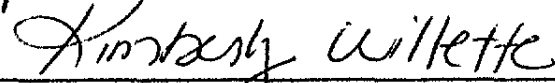
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19 day of April, 2004.


BARBARA JEAN DILLON

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County as aforesaid, personally appeared **BARBARA JEAN DILLON**, who is personally known to me, or who has produced as identification, and who, after being duly sworn, executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

SWORN TO and SUBSCRIBED before me in the State and County aforesaid on this 19 day of April, 2004.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

2.25.2005

