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12/08/04--01039--003 **78.75

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SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

PENTHOUSE II B
TWO ALHAMBRA PLAZA
PALM GABLES, FLORIDA 33134

TELEPHONE (305) 446-5711
TELECOPIER (305) 446-5523

December 7, 2004

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Via Federal Express

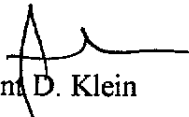
**Re: Articles of Incorporation
BOAT INTERNATIONAL USA, INC.**

Gentlemen:

Enclosed are two (2) executed copies of Articles of Incorporation of BOAT INTERNATIONAL USA, INC., along with a check in the amount of \$78.75. Please return a certified copy of the undersigned.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

BDK:mi
enclosures

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 5000 shares, with a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is Penthouse II B, Two Alhambra Plaza, Coral Gables, Florida 33134 and the name of its initial registered agent at such address is Brent D. Klein.

ARTICLE VI

DIRECTORS

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is one (1). The name and address of the person who is to serve as the member of the initial board of directors are:

Brent D. Klein
Penthouse II B
Two Alhambra Plaza
Coral Gables, Florida 33134

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are:

Brent D. Klein
Penthouse II B
Two Alhambra Plaza
Coral Gables, Florida 33134

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

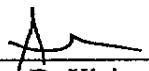
Executed by the undersigned on the 7th day of December, 2004.



Brent D. Klein

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Brent D. Klein
Registered Agent

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