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CORPORATION DIVISION

FLORIDA PROFIT CORPORATION OR P.A.

BigFish Yachts, Inc.

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ARTICLES OF INCORPORATION

OF

BigFish Yachts, Inc.

ARTICLE I

Name and Address

The name of this corporation is BigFish Yachts, Inc., whose place of business is located at 1979 Wild Acres Road, Largo, FL 33771.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Prepared by:
Harry S. Cline, Esq.
Macfarlane Ferguson & McMullen
Post Office Box 1669
Clearwater, FL 33757-1669
(727) 441-8966
Florida Bar # 0133526

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ARTICLE IV
Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V
Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, 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.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 625 Court Street, Suite 200, Clearwater, FL 33756,

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and the name of the initial registered agent of this corporation at that address is HARRY S. CLINE.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have one (1) officer and/or director initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Karsten Johnson	1979 Wild Acres Road Largo, FL 33771	Pres/Sec/Director

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Harry S. Cline	625 Court Street Suite 200 Clearwater, FL 33756

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ARTICLE IX

Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

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ARTICLE XII

Indemnification

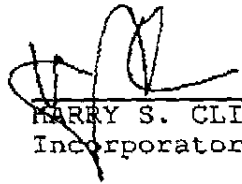
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of December, 2004.



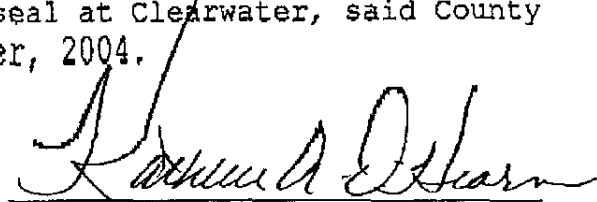
HARRY S. CLINE
Incorporator

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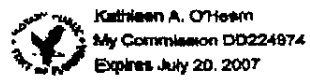
STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, HARRY S. CLINE, to me personally known or who has produced _____ as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 17th day of December, 2004.



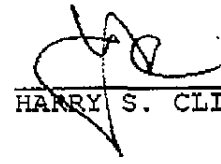
Notary Public
Print Name
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for **BigFish Yachts, Inc.**, at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



HARRY S. CLINE

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