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(Requestor's Name)

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(City/State/Zip/Phone #)

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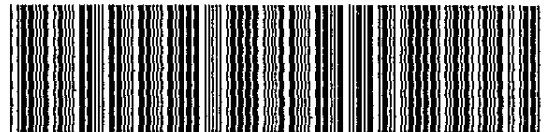
(Business Entity Name)

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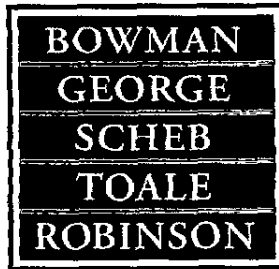
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DAVID G. BOWMAN
EUGENE O. GEORGE
ROBERT P. SCHEB
JAMES E. TOALE
DAVID G. BOWMAN, JR.
ROBERT K. ROBINSON
CHRISTOPHER D. FORREST



~ATTORNEYS AT LAW~
Established 1912

JOHN E. BURKET
1875-1947
JOHN E. BURKET, JR.
1915-1984
V. MORRIS SMITH
1921-1996
JAMES J. DRYMON
1926-2000
Retired
L.W. WHITESSELL, JR.

TRANSMITTAL LETTER

January 12, 2005

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

SUBJECT: Articles of Incorporation for BuyBoatNow.com, Inc.

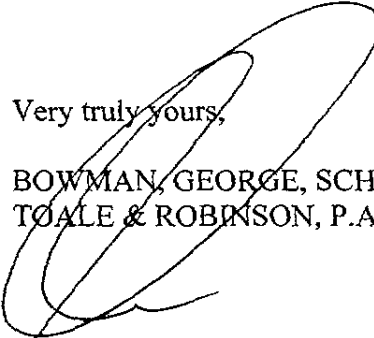
Dear Sir(s):

Enclosed are an original and one (1) copy of the articles of incorporation for BuyBoatNow.com, Inc. and a check for \$78.75 for the required filing fees and one certified copy of the articles. Please mail the certified copy to me at the address listed above.

Thank you for your assistance in this regard.

Very truly yours,

BOWMAN, GEORGE, SCHEB,
TOALE & ROBINSON, P.A.


Christopher D. Forrest
For the Firm

Enclosures as stated

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BUYBOATNOW.COM, INC.**

This instrument prepared by:

Christopher D. Forrest, Esq.
Bowman, George, Scheb, Toale and Robinson, P.A.
2750 Ringling Blvd.
Sarasota, FL 34237
(941) 366-5510 [Telephone]
(941) 951-0839 [Fax]

IN COMPLIANCE with the requirements of the Florida Business Corporation Act, Chapter 607, Florida Statutes, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation. Pursuant to §607.0203(2), the State of Florida, Department of State's filing of the articles of incorporation is conclusive proof that the incorporators satisfied all conditions precedent to incorporation except in a proceeding by the state to cancel or revoke the incorporation or involuntarily dissolve the corporation.

**ARTICLE I
CORPORATE NAME**

The name of the Corporation (hereinafter "Corporation") is BuyBoatNow.com, Inc. The Corporate name satisfies the requirements of §607.0401, Florida Statutes.

**ARTICLE II
CORPORATE EXISTENCE, DURATION AND PURPOSE**

The existence of the Corporation shall begin upon the filing of these Articles with the State of Florida. The duration of the Corporation shall be perpetual. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to engage in any lawful act or activity for which the Corporation may be organized under the laws of the State of Florida. The Corporation is not formed to engage in any act requiring the consent of any state agency without such consent first being obtained. The Corporation shall not carry on business or exercise any power in any state, territory, or country which under the laws thereof the Corporation may not lawfully carry on or exercise.

**ARTICLE III
CORPORATE ADDRESS**

The street address of the principal office of the Corporation is 2750 Stickey Point Road, Suite 107, Sarasota, FL 34231.

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TALLAHASSEE, FLORIDA

ARTICLE IV
COMMON SHARES

The aggregate number of shares which Corporation shall have the authority to issue is 1000, par value \$1.00 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one (1) vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V
REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is:

Christopher D. Forrest, Esq.
Bowman, George, Scheb, Toale & Robinson, P.A.
2750 Ringling Blvd., Suite 3
Sarasota, FL 34237

The initial registered agent for the Corporation at that address is Christopher D. Forrest, Esq. The registered agent is a citizen of the State of Florida and a resident of Sarasota County, Florida. A written acceptance as registered agent pursuant to the requirements of §607.0501(3) is set forth below.

ARTICLE VI
INCORPORATOR

The incorporator is a natural person over the age of eighteen (18) years. The name and street address of the incorporator of the Corporation is as follows:

Christopher D. Forrest, Esq.
Bowman, George, Scheb, Toale & Robinson, P.A.
2750 Ringling Blvd., Suite 3
Sarasota, FL 34237

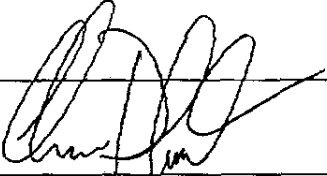
ARTICLE VII
BOARD OF DIRECTORS

Upon the filing of the articles of incorporation, the powers of the incorporator(s) shall terminate. The initial board of directors shall consist of 2 member(s). This number may be increased or decreased from time to time in accordance with the Corporation's bylaws or amendment thereof duly adopted by the shareholders or by the board of directors, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors until the first annual meeting of stockholders or until their successors are duly elected and qualified are as follows:

Frank DiGiovanni

Shaun Spaid

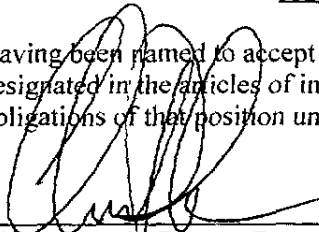
IN WITNESS WHEREOF, being the incorporator(s) named herein, do hereby execute these articles of incorporation for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, Chapter 607, Florida Statutes, and the general laws of the State of Florida, on the 11 of January, 2005.



CHRISTOPHER D. FORREST

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BuyBoatNow.com, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 607.0501(3).



Christopher D. Forrest, Esq.

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