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CAPITAL CONNECTION

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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

PHIL MEAD YACHTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PHIL MEAD YACHTS, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent in contract, do hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is:

PHIL MEAD YACHTS, INC.

ARTICLE II

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

ARTICLE III

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

ARTICLE IV

The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The initial registered agent and registered office of the corporation in the State of Florida is: Philip J. Mead, 510 39th Street, West Palm Beach, FL 33407. The stockholders may from time to time move the principal office to any other address in Florida. The registered office is also the principal office.

ARTICLE VII

The Board of Directors of this corporation shall consist of the stockholders of the corporation.

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ARTICLE VIII

The name and address of the stockholder is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Philip J. Mead	510 39th Street West Palm Beach, FL 33407	100

ARTICLE IX

The name, address and titles of the officer is:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Philip J. Mead	510 39th Street West Palm Beach, FL 33407	President/Secretary

ARTICLE X

The name and address of the subscriber to the Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Philip J. Mead	510 39th Street West Palm Beach, FL 33407

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

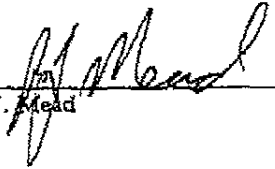
Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered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

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ARTICLE XIII

At each election for directors every stockholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of his shares, or by distributing such votes on the same principal among any number of candidates.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set his hand and seal this 18th day of December, 2006.


Philip J. Mead

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Philip J. Mead, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and that he is personally known to me and did not take an oath.

WITNESS my hand and official seal this 18th day of October, 2006.


Notary Public, State of Florida



AMANDA C. ENGLAND
MY COMMISSION # DD 437436
EXPIRES: JUNE 5, 2009
Denied This Budget Notary Services

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STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF
PHIL MEAD YACHTS, INC.

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned, as a director of PHIL MEAD YACHTS, INC., hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 510 39th Street, West Palm Beach, FL 33407 and the name of the initial registered agent of this Corporation at that address is Philip J. Mead.

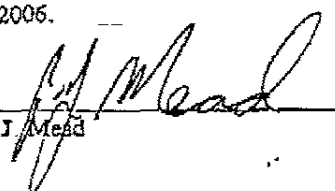
DATED this 18th day of OCTOBER, 2006.


Philip J. Mead

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of PHIL MEAD YACHTS, INC. at the initial registration office of the Corporation at 510 39th Street, West Palm Beach, FL 33407.

DATED this 18th day of OCTOBER, 2006.


Philip J. Mead

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