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DAVID H. THOMAS

ATTORNEY AT LAW

2530 Second Street
Fort Myers, Florida 33901
(813) 337-5556

FILED

95 FEB -3 PM 12:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEBRUARY 1, 1995

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

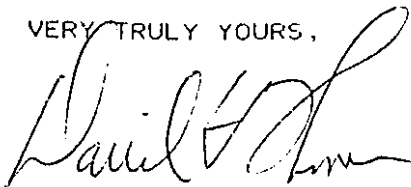
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*****78.75 *****78.75

DEAR SIR :

ENCLOSED PLEASE FIND THE ARTICLES OF INCORPORATION FOR
FLORIDA YACHT CONNECTION, INC. THE COMPANY'S CHECK IN THE AMOUNT
OF \$78.75 FOR THE FILING FEE CERTIFICATE OF STATUS AND REGISTERED
AGENT DESIGNATION IS ENCLOSED.

YOUR COOPERATION IN FILING AND RETURNING THE ENCLOSED COPY
AS FILED WILL BE APPRECIATED.

VERY TRULY YOURS,



DAVID H. THOMAS
DHT\dm

2-7-95

ARTICLES OF INCORPORATION
OF
FLORIDA YACHT CONNECTION, INC.

FILED

95 FEB -3 PM 12:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR THE PURPOSES OF FORMING A CORPORATION UNDER THE
FLORIDA GENERAL CORPORATION ACT, DOES HEREBY ADOPT THE FOLLOWING ARTICLES
OF INCORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION IS: FLORIDA YACHT CONNECTION, INC.

ARTICLE II

THE DURATION OF THE CORPORATIN IS PERPETUAL.

ARTICLE III

THE CORPORATION SHALL COMMENCE ITS CORPORATE EXISTENCE AT 3444
MARINATOWN LN. #10, NORTH FORT MYERS, FLORIDA 33903.

ARTICLE IV

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED SHALL
BE THE TRANSACTION OF ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS
MAY BE INCORPORATED UNDER THE LAWS OF THE UNITED STATES AND THE FLORIDA
GENERAL CORPORATION ACT.

ARTICLE V

THE AGGREGATE NUMBER OF SHARES OF STOCK WHICH THE CORPORATION IS
AUTHORIZED TO ISSUE IS ONE HUNDRED (100) SHARES OF NO PAR VALUE COMMON
STOCK.

ARTICLE VI

THE STREET ADDRESS OF THE ORIGINAL REGISTERED OFFICE OF THE
CORPORATION IS: 3444 MARINATOWN LN. #10, NORTH FORT MYERS, FLORIDA 33903.

AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS :

KATHLEEN SOUDERS

ARTICLE VII

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1). THE NAME OF AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

NAME: KATHLEEN SOUDERS

ADDRESS: 3444 MARINATOWN LN. #10
NORTH FORT MYERS, FLORIDA 33903

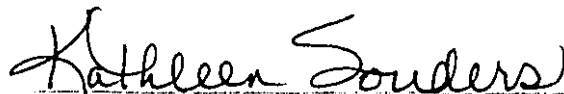
ARTICLE VIII

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

NAME: KATHLEEN SOUDERS

ADDRESS: 3444 MARINATOWN LN #10
NORTH FORT MYERS, FLORIDA 33903

EXECUTED BY THE UNDERSIGNED AT FORT MYERS, FLORIDA ON
THIS THE 31 DAY OF JANUARY, 1995.



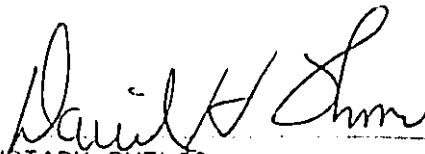
KATHLEEN SOUDERS
(INCORPORATOR)

STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, AN OFFICER DULY AUTHORIZED IN THE STATE OF FLORIDA AND COUNTY AFORESAID TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED KATHLEEN SOUDERS, TO ME WELL KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED BEFORE ME THAT SHE EXECUTED THE SAME.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE LAST
AFORESAID THIS 27 DAY OF JANUARY, 1995.

DAVID H. THOMAS
Notary Public, State of Florida
My Comm. Expires Mar. 20, 1998
No. CC 357588
Bonded thru Official Notary Service


NOTARY PUBLIC

COMMISSION EXPIRES:

(NOTARY SEAL)

CERTIFICATE DESIGNATING RESIDENT AGENT
UPON WHOM PROCESS MAY BE SERVED

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, FLORIDA YACHT CONNECTION,
INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
REGISTERED OFFICE AT 3444 MARINATOWN LN. #10, NORTH FORT MYERS, FLORIDA
33903 AS INDICATED IN THE ARTICLES OF INCORPORATION, DESIGNATED KATHLEEN
SOUDERS, AS ITS REGISTERED AGENT AT THE FOREGOING ADDRESS TO ACCEPT
SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO
ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT
RELATIVE TO KEEPING OPEN SAID OFFICE.

BY: 
REGISTERED AGENT