

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9171
904 222 0191 FAX

csc networks

MAIL TO:
P.O. BOX 5028
TALLAHASSEE, FL 32314

800-342-8086

P95000017221

ACCOUNT NO. : 072100000032

REFERENCE : 352225 1024A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : March 2, 1995

ORDER TIME : 9:29 AM

ORDER NO. : 352225

CUSTOMER NO: 1024A

CUSTOMER: Warren D. Hayer, Sr, Esq
ALLEY MAASS ROGERS & LINDSAY,
PA
321 Royal Poinciana Plaza
P. O. Box 431
Palm Beach, FL 33480

ED 0000141 500886
03/02/95-01039-010
****122.50 ****122.50

RUSH WILL WAIT

DOMESTIC FILING

P95000017221

NAME: SEABIRD YACHT SALES, INC.

(((RUSH WILL WAIT)))

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS:

EFFECTIVE DATE
3-1-95

Pm
3-2-95
C-2/A

FILED
95 MAR -2 11:35
TALLAHASSEE, FL

EFFECTIVE DATE

3-1-75

ARTICLES OF INCORPORATION
OF
SEABIRD YACHT SALES, INC.

FILED
95 MAR - 2 11:37
SEC
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Seabird Yacht Sales, Inc

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles

Article III - Purpose

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

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 - Principal Office; Mailing Address

The mailing address of this corporation is 757 S.E. 17th Street, Suite 432, Fort Lauderdale, FL 33316.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Robb R. Mauss

Article VIII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The names and addresses of the initial directors of this corporation are

John F. Miller, III
9800 Sorrell Avenue
Potomac, MD 20854

Linda A. Miller
9800 Sorrell Avenue
Potomac, MD 20854

Article IX - Incorporator

The name and address of the person signing these Articles is Warren D. Hayes, Sr., 321 Royal Poinciana Plaza, Palm Beach, FL 33480.

Article X - Indemnification

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

Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

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

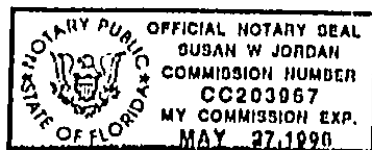
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 1st day of March, 1995

Warren D. Hayes, Sr.
Warren D. Hayes, Sr

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 1st day of March, 1995, by Warren D
Hayes, Sr., who is personally known to me

Susan W. Jordan
Signature of Person Taking
Acknowledgment



Name typed, printed or stamped
Title or Rank _____
Serial Number _____

Acceptance of Designation

The undersigned, Robb R. Maass, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes



Robb R. Maass

FILED
95 MAR -2 PM 11:35
SEC. OF STATE
TALLAHASSEE, FLORIDA

P95000017221

RITTER, FEINSTEIN & ZARETSKY

Attorneys and Counselors at Law

JOHN H. RITTER (1913-1979)
JOHN A. RITTER*
MICHAEL L. FEINSTEIN, P.A.
LOUIS D. ZARETSKY
ROBERT E. DOLLINGER
DANA E. CHARLES

*ALSO ADMITTED TO OHIO BAR

REPLY TO:

888 EAST LAS OLAS BOULEVARD
SUITE 710
FORT LAUDERDALE, FLORIDA 33301
(305) 767-0662
FAX: (305) 527-0848

May 12, 1995

555 N.W. 15 STREET
SUITE 100, VENETA BUILDING
MIAMI, FLORIDA 33132
(305) 372-0933
FAX: (305) 372-0836

5/18
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-05/19/95--01008--008
*****35.00 *****35.00

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

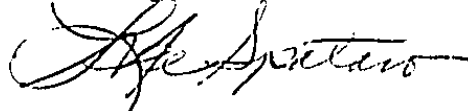
Re: Amendment to Articles of Incorporation of
Seabird Yacht Sales, Inc.

Gentlemen:

Pursuant to your instructions, enclosed is the original and one copy of the Amendment to Articles of Incorporation of Seabird Yacht Sales, Inc. and the \$35.00 filing fee.

Please have this Amendment filed and a copy returned to us in the enclosed, self-addressed envelope.

Sincerely,



Lee Spataro
Secretary to Michael Feinstein

ljs
Enclosures

Correspondence - misc.
Linda

FILED
95 MAY 18 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SEABIRD YACHT SALES, INC.
A FLORIDA CORPORATION

FILED
95 MAY 18 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.1 000, FLORIDA STATUTES AND ARTICLE XII OF THE ARTICLES OF INCORPORATION, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: ARTICLE V, PREEMPTIVE RIGHTS IS DELETED AND REPLACED WITH THE FOLLOWING:

ARTICLE V. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE OF ANY UNISSUED STOCK OF THIS CORPORATION FOR CASH, ASSETS OR OTHER CONSIDERATION, 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.

THE MAJORITY SHAREHOLDER(S), UPON THE DEATH OF ANY OTHER SHAREHOLDER, SHALL HAVE THE RIGHT OF FIRST REFUSAL TO PURCHASE THE DECEASED SHAREHOLDER'S SHARES PRO RATA AT THE PRICE OF \$1 /SHARE.

SECOND: THE DATE OF THIS ADOPTION IS MAY 4, 1995.

THIRD: THE AMENDMENT WAS ADOPTED BY THE BOARD OF DIRECTORS WITH SHAREHOLDER APPROVAL.

THE VOTES CAST FOR THE AMENDMENT WERE SUFFICIENT FOR APPROVAL BY THE DIRECTORS AND SHAREHOLDERS.

SIGNED THIS 4 DAY OF MAY, 1995

By: 
JOHN F. MILLER
DIRECTOR AND SHAREHOLDER

By: 
LINDA A. MILLER
DIRECTOR AND SHAREHOLDER

ACCOUNTING AND BUSINESS
CONSULTANTS

P95000017221

June 23, 1997

Division of Corporations
Att: New Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Seabird Yacht Sales

On March 3, 1995 we received Form "We Assigned You An Employer Identification Number (EIN)" letter assigning the (EIN) of 65-0559240. It has come to our attention that on the 1997 Corporate Annual Report the FEI Number is 65-0559258. Would you please check your records and make the proper corrections.

Thank you for your attention in this matter.

Stanley S. Feinerman, E.A.



SSF/clh

FEI
ONLY

KS 7/3