

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

csc networks

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

ACCOUNT NO. : 0721000000032

REFERENCE : 559935 1024A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 14, 1995

ORDER TIME : 9:58 AM

ORDER NO. : 559935

CUSTOMER NO: 1024A

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

DOMESTIC FILING

NAME: ATLANTIS YACHT SERVICES, INC.

XXXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

EFFECTIVE DATE
3-13-95

3-14-95
C2/A

800-342-8086

P95000020498

SECRET

FILED
MAR 14 1995

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-03/14/95-01068-000
+++122.50 +++122.50

EFFECTIVE DATE
3-13-95

ARTICLES OF INCORPORATION
OF
ATLANTIS YACHT SERVICES, INC.

FILED
95 MAR 14 PM 11:43
SEC. OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Atlantis Yacht Services, 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 321 Royal Poinciana Plaza, Palm Beach, FL 33480.

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. Maass.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director 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 name and address of the initial director of this corporation is Howard Silverman, 14 Wall Street, New York, NY 10005.

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.

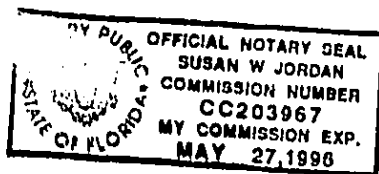
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 13th day of March, 1995.

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

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

The foregoing was acknowledged before me this 13th day of March, 1995, by Warren D.
Hayes, Sr., who is personally known to me.

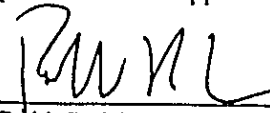
Susan W. Jordan
Signature of Person Taking
Acknowledgment



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 14 PM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA