

REFERENCE : 567818 121501A

AUTHORIZATION :

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ORDER DATE : March 29, 1995

ORDER TIME : 9:22 AM

ORDER NO. : 567818

CUSTOMER NO: 121501A

CUSTOMER: C. Holt Smith, Iii, Esq

C. HOLT SMITH, III, ESQ

Suite 3301

1 Independent Drive Jacksonville, FL 32202 곮

EFFECTIVE DATE

MAR 2 3 1995

DOMESTIC FILING

NAME: THE YACHT BROKER GROUP, INC.

IN ISIDIL OF CORPORATION 95 HAR 29 ENTH: 27

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN MAR 2 9 1995

ARTICLES OF INCORPORATION

for

THE YACHT BROKER GROUP, INC.



Executed by the undersigned for the purposes of forming a Florida Corporation under Chapter 607, Florida Statues (1993):

ARTICLE I. NAME AND ADDRESS

EFFECTIVE DATE

MAR 2 3 1995

The name and address of the corporation is:

THE YACHT BROKER GROUP, INC. 5039 Timuquana Road, #25
Jacksonville, Florida 32210

ARTICLE II. DURATION

This corporation shall exist perpetually and shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE III. PURPOSES

This corporation is organized for the following purposes:

- 1. Retail sales of new and used boats.
- 2. To hire and/or train personnel for the purposes of carrying out these purposes.
- 3. To rent, lease, purchase and/or own facilities which are sufficient for the conduct and/or operation of the purposes of the corporation.
- 4. To transact any and all lawful business for which corporations may be incorporated or organized.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of Five Dollar (\$5.00) per share par value common stock which shall be designated common shares, all of which shall be the same class.

ARTICLE V. VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares of this corporation. The holder of each outstanding common share shall be entitled to one (1) vote per share unless otherwise provided in the By-Laws.

ARTICLE VI. MANAGEMENT

The business of this corporation shall be managed by a Board of Directors chosen by the Shareholders or the Shareholders may elect to have the corporation managed by the Shareholders acting as Directors, in which case the terms shall be used interchangeably herein, pursuant to Chapter 607, Florida Statues (1993).

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial Registered Agent of this corporation is 5039 Timuquana Road, Suite 25, Jacksonville, Florida 32210, and the name of the initial Registered Agent of this corporation at that address is CHRIS WATSON.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially, the number of which may be increased or decreased from time to time according to the By-Laws of this corporation, but shall never be less than one (1) Director. The name and address of the initial Director of this corporation is:

CHRIS WATSON 5039 Timuquana Road, Suite 25 Jacksonville, Florida 32210

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

CHRIS WATSON
5039 Timuquana Road, Suite 25
Jacksonville, Florida 32210

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal this 23 day of March, 1995, for the purpose of forming this corporation under the laws of the State of Florida.

CHRIS WATSON

STATE OF FLORIDA COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared CHRIS WATSON, who executed the foregoing instrument as Incorporator of THE YACHT BROKER GROUP, INC., a corporation named herein, and acknowledged before me that he executed the same as such Incorporator, in the name of and on behalf of the said corporation. He is personally known to me ______ or have produced $PL = \frac{14.0325-114-54-149-0}{14.0325-114-54-149-0}$ as identification and did (did not) take an oath.

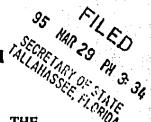
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this _23_ day of March, 1995.

SHERYL R. MASSEY
MY COMMISSION & CC 371608
EDUPLES: May 10, 1995
Bended Thru Notary Public Underwriters

My Commission Expires:

Kenu Masse

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED



IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that THE YACHT BROKER GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named CHRIS WATSON, located at 5039 Timuquana Rd., Suite 25, City of Jacksonville, State of Florida, 32210, as its Agent to accept service of process within Florida.

THE YACHT BROKER GROUP, INC.

CHRIS WATSON

DATED: March 232 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

CHRIS WATSON

Registered Agent

DATED: March 234, 1995