

P950000 31666

LAW OFFICES  
**JOHN H. THOMAS, P.A.**  
3037 S.W. FOURTH AVENUE  
MIAMI, FLORIDA 33129  
(305) 858-2122  
FAX (305) 858-0948

14 April 1995

Florida Department of State  
Division of Corporations  
Attn: New Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

000000 1460530  
-04/19/95-01034-006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: DIVI-DIVI Inc.  
Our File No. 1417T

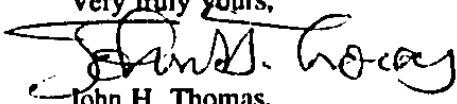
Gentlemen and Ladies:

Please file a new corporation for the referenced company, articles of incorporation enclosed. Also enclosed is our check for \$70. (no certified copy required).

Since it is important that the corporation be filed as quickly as possible, please notify me by fax that filing has been made. Fax No: 305/ 858-0948.

Thank you.

Very truly yours,



John H. Thomas,  
for the firm

1417filg.lt1  
APR 21 1995  
FILED  
95 APR 19 1995  
SECY  
FLORIDA  
DIVISION  
CORPORATIONS  
TALLAHASSEE  
FL 32314

1417filg.lt1

APR 21 1995

FILED  
35 128 18 10-26-98

ARTICLES OF INCORPORATION  
OF  
DIVI-DIVI INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, rights, privileges, immunities and liabilities of corporations.

ARTICLE I - NAME

The corporation formed hereby shall use the name:

DIVI-DIVI INC .

ARTICLE II - COMMENCEMENT AND DURATION

The corporation shall commence upon the filing of these Articles of Incorporation and shall continue perpetually unless dissolved or liquidated according to the by-laws of the corporation.

ARTICLE III - PURPOSE

The corporation shall be in the business of yacht charters, sales, services and any activities related to boating and tourism. The corporation may also engage in any other activity permitted under the laws of the State of Florida and under whatever jurisdiction where the activity is performed.

ARTICLE IV - STOCK

Total number of shares of capital stock authorized to be issued by the corporation shall be 1000 (One Thousand) shares having a par value of \$10.00 (Ten Dollars) per share. Shares shall be of one class only, with shareholders entitled to one vote for each share held at the time of any meeting of the shareholders. Restrictions on sale of shares may be stated in the corporation by laws.

The capital stock may be paid for by property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organizational meeting. The corporation and the officers are to be considered as eligible for the conditions under section 1244 of the internal revenue code.

ARTICLE V - PREEMPTIVE RIGHTS

The shareholders of the corporation shall have the preemptive right to subscribe for purchase of their proportionate share of any additional stock issued by the corporation from and after issuance of the shares originally subscribed for by the shareholders of this corporation, whether such additional shares be issued for cash, property, services or other considerations, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation. Preemptive rights as to the transfer of shares by shareholders may be stated in the by-laws of the corporation.

ARTICLE VI - PRINCIPAL OFFICE, REGISTERED OFFICE

The initial principal office and registered office of the corporation shall be at:

225 Alhambra Place  
West Palm Beach, FL 33405

ARTICLE VII - BOARD OF DIRECTORS

The initial board of directors shall consist of one person:

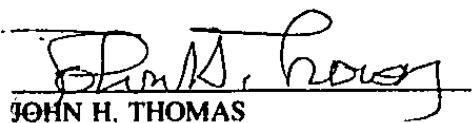
Peter C. Ross  
225 Alhambra Place  
West Palm Beach, FL 33405

ARTICLE VIII - INCORPORATORS

The initial incorporator of the corporation shall consist of one person:

John H. Thomas  
3037 S.W. 4th Avenue  
Miami, FL 33129

These Articles of Incorporation are hereby executed by the undersigned incorporator on this  
18th day of April , 1995.

  
JOHN H. THOMAS

85 APR 19 1995  
FILED  
SHERIFF'S OFFICE  
DADE COUNTY, FLORIDA

STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

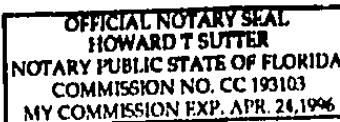
BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared John H. Thomas, and who acknowledged before me that the foregoing Articles of Incorporation were duly signed and executed for the purposes therein stated.

I have hereunto set my hand and affix my official seal in Dade County, Florida, on this 18th day of April, 1995.

Personally known to me or \_\_\_\_\_ Identified by \_\_\_\_\_  
 Sworn on oath or \_\_\_\_\_ Not sworn on oath

Howard T. Sutter  
Notary Public, State of Florida

Name: Howard T. Sutter



DESIGNATION AND ACCEPTANCE OF  
REGISTERED OFFICE AND REGISTERED AGENT

DIVI-DIVI INC., being incorporated as a Florida corporation, does hereby designate the following registered agent and registered office, who does accept such designation under the laws of the State of Florida.

The Registered Agent and Registered Office shall be:

Peter C. Ross  
225 Alhambra Place  
West Palm Beach, FL 33405

Signed at Miami, Dade County, Florida on this 18th day of April, 1995.

By Peter C. Ross  
My Power of Attorney  
for Peter C. Ross

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

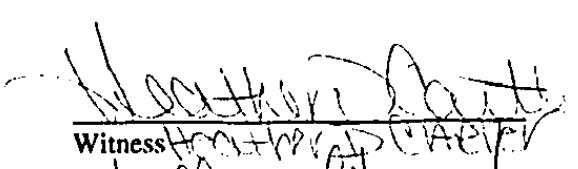
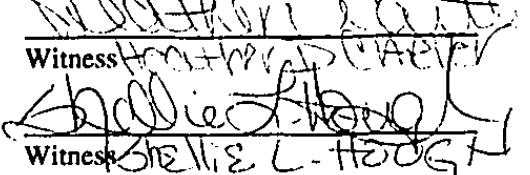
That PETER C. ROSS, of PO Box 237, Mason's Island, Mystic, Connecticut 06355, has made, constituted and appointed JOHN H. THOMAS as his true and lawful attorney in his name place and stead .

For all purposes regarding the interests of the sailboat "Sungoose" bearing British Registry number 702974, including change of registration and/ or documentation, deletion from British registry, change of boat name, and incorporating in Florida for the ownership and operation of the boat.

Granting to JOHN H. THOMAS full power and authority to do and perform all and every act whatsoever requisite and necessary or desirable to be done for these intents and purposes, as fully as PETER C. ROSS might do personally, with full power of substitution and revocation, hereby ratifying and confirming all that JOHN H. THOMAS, or his substitute, shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand on this 27 day of March, 1995.

  
PETER C. ROSS

  
Witness John H. Thomas  
  
Witness Shellie L. Hough

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements, personally appeared PETER C. ROSS, and who executed the foregoing instrument and acknowledged before me that the instrument was executed for the purposes stated.

WITNESS MY HAND and official seal at ~~Hallandale, Broward County, Florida~~ on this 27 day of March, 1995.

personally known to me or Mark Turner identified by \_\_\_\_\_  
My Commission Exp. Dec. 31, 1994

swore on oath Mark Turner did not swear on oath