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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 610566 1024A

AUTHORIZATION :

COST LIMIT : ~~9~~ 122.50

ORDER DATE : June 6, 1995

ORDER TIME : 10:32 AM

ORDER NO. : 610566

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

EFFECTIVE DATE

JUN - 5 1995

DOMESTIC FILING

22.50

NAME: ADG YACHT BROKERAGE, INC.

ZZ ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

ZZ CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

T. BROWN JUN - 6 1995

FILED
95 JUN - 6 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ADG YACHT BROKERAGE, INC.

FILED
95 JUN -6 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is ADG Yacht Brokerage, Inc.

EFFECTIVE DATE

Article II - Duration

JUN - 5 1995

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 736
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. Maass.

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 name and address of the initial directors of this corporation are:

Alfred D. Goldman
3101 N.W. 63rd Street
Oklahoma City, OK 73116

Dan Borgen
6001 N. Santa Fe Avenue
Edmond, OK 73003.

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 5th day of June, 1995.

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

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

The foregoing was acknowledged before me this 5th day of June, 1995, by Warren D. Hayes, Sr., who is personally known to me.

Carol J. Hamilton
Signature of Person Taking
Acknowledgment

CAROL J. HAMILTON
Name typed, printed or stamped
Title or Rank: _____
Serial Number: _____



CAROL J. HAMILTON
MY COMMISSION # CC401464 EXPIRES
September 3, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA