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HAWKINS, HAWKINS & BURT
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AT LAW
501 SOUTH RIDGEWOOD AVENUE
DAYTONA BEACH, FLORIDA 32114-4080

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DONALD E. HAWKINS, P.A.
DAVID A. BURT, P.A.

TELEPHONE (904) 252-4400
FAX (904) 252-1311

June 6, 1995

Secretary of State
Corporation Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

000001509130
-05/08/95--01120--009
****122.50 ****122.50

Re: Lighthouse Yacht Brokerage, Inc.

Gentlemen:

Please find enclosed for filing original and one copy of Articles of Incorporation for the above corporation, together with Certificate of Registered Agent. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Articles	52.50
Registered Agent	<u>35.00</u>
Total	\$122.50

Please return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance in this matter.

Sincerely yours,

HAWKINS, HAWKINS & BURT

By:

David A. Burt
David A. Burt, P. A.

DAB/bab
encs.

D. BROWN JUN 13 1995

**ARTICLES OF INCORPORATION
OF
LIGHTHOUSE YACHT BROKERAGE, INC.**

FILED
95 JUN -8 PM 6:42
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be LIGHTHOUSE YACHT BROKERAGE, INC.

ARTICLE II - PURPOSE

The purpose of this corporation shall be to conduct any lawful business.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred (100) shares of the no par value per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable. The stockholders shall have no preemptive rights with respect to the stock of the corporation, and the corporation may issue and sell its common stock from time to time without offering such shares to the stockholders then holding shares of common stock.

ARTICLE IV - INITIAL CAPITALIZATION

The amount of capital with which the corporation will begin business shall be and is the sum of One Thousand Dollars (\$1,000.00).

ARTICLE V - EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of this corporation shall be located in the City of Ponce Inlet, County of Volusia, State of Florida, and the post office address of said principal office of the corporation shall be 4958 S. Peninsula Drive, Ponce Inlet, Florida, 32127.

ARTICLE VII - DIRECTORS

The number of directors of this corporation shall be not less than one nor more than nine.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors who, subject to the provisions of the by-laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

<i>Name</i>	<i>Post Office Address</i>
Wayne C. Brady	4958 S. Peninsula Drive Ponce Inlet, Florida, 32127
James Cauley	4752 S. Peninsula Drive Ponce Inlet, Florida, 32127

ARTICLE IX - INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation is as follows:

<i>Name</i>	<i>Post Office Address</i>
Wayne C. Brady	4958 S. Peninsula Drive Ponce Inlet, Florida, 32127
James Cauley	4752 S. Peninsula Drive Ponce Inlet, Florida, 32127

ARTICLE X - AMENDMENTS

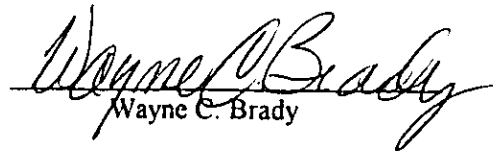
This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered office and initial registered agent are as follows:

James Cauley
4752 S. Peninsula Drive
Ponce Inlet, Florida, 32127

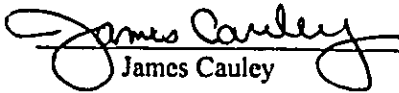
IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, has hereunto set our hands and seals this ____ day of May, 1995, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


Wayne C. Brady


James Cauley

**ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT**

The undersigned does hereby accept the appointment by LIGHTHOUSE YACHT BROKERAGE, INC., to serve as it's registered agent. The undersigned is familiar with and accepts the obligations of such position.


James Cauley

FILED
55 JUN -8 PM 6:42
TALLAHASSEE, FLORIDA



YACHT BROKERAGE INC.

P95000045878



Power
& Sail

Attached please find forms for the dissolution of:

LIGHTHOUSE YACHT BROKERAGE, INC.
4958 S. PENINSULA DRIVE
PONCE INLET, FL 32127

FEI NO. 59-3315428

DISSOLUTION DATE DECEMBER 30, 1996

FILED
97 JAN 10 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

600002054596--2
-01/10/97--01101--003
*****35.00 *****35.00

VS JAN 17 1997

Validis

4958 S. Peninsula Dr., Ponce Inlet • Daytona Beach, Florida 32127

Office: 904/767-0166 - 904/767-2847 • FAX: 904/767-2603

LIGHTHOUSE YACHT BROKERAGE, INC.

ARTICLES OF DISSOLUTION

LIGHTHOUSE YACHT BROKERAGE, INC., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is LIGHTHOUSE YACHT BROKERAGE, INC. (the "company").

SECOND: The shareholders of the company approved the dissolution of the company on January ~~1997~~ December 30 1996

THIRD: The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

EXECUTED: January ~~1997~~ Dec 30, 1996

FEI NO. 59-3315428

LIGHTHOUSE YACHT BROKERAGE, INC.

By: James E. Cauley
Name: JAMES E. CAULEY
Title: President

FILED
97 JAN 10 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA