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MacLean and Ema

FILED

Frederick R. MacLean, P.A.
Anne B. MacLean
Christopher J. Ema
Michele M. Thomas

of counsel
J. Alan Cox
Tallahassee, FL

June 7, 1995

Bureau of Corporate Records
Room 2001, The Capital
Tallahassee, Florida 32314

95-1118-CASEWAY 29
2600 NE 14th Street
Pompano Beach, Florida 33062
Telephone (305) 785-1900 FAX
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*****70.00 *****70.00

Re: Yacht Finders, Inc.

Gentlemen:

We enclose herewith the following items, in order to have the above-referenced corporation filed in the Florida corporate records.

1. Our firm's check in the amount of \$70.00 made payable to the Secretary of State, to cover the filing fee and registered agent notice;
2. Original Articles of Incorporation and attached acceptance of Registered Agent, for filing with the State; and
3. Photocopy of above Articles and Acceptance to be stamped as filed and return to our office.

If you should have any questions, or require anything further, please do not hesitate to contact our office.

Very truly yours,

MacLEAN and EMA



Lisa K. Johnson
Legal Assistant

LKJ/hs
enc/as noted

7814
6-15-95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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95 JUN -8 PM 3:30

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**ARTICLES OF INCORPORATION
OF
YACHT FINDERS, INC.**

95 JUN -8 PM 3:30
SECRETARY STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be YACHT FINDERS, INC. The address of the principal office of this corporation shall be 2821 Banyan Blvd., Boca Raton, Florida 33431.

**ARTICLE II
COMMENCEMENT-DURATION**

Corporation existence shall commence upon the filing of these Articles of Incorporation. The duration of YACHT FINDERS, INC. shall be perpetual.

**ARTICLE III
PURPOSE**

The general purposes for which YACHT FINDERS, INC. is organized are:

A. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of YACHT FINDERS, INC., be advantageously carried on in connection with, or ancillary to, the foregoing business.

B. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which YACHT FINDERS, INC. is authorized to issue is 7,500. Such shares shall be common stock of a single class and have a par value of one dollar (\$1.00) per share.

ARTICLE V PRINCIPAL AND REGISTERED OFFICE AND AGENT

The street address of the initial principal and registered office of YACHT FINDERS, INC. is 2821 Banyan Blvd., Boca Raton, Florida 33431 and the name of its initial Registered Agent at such address is George Neros.

ARTICLE VI OFFICERS AND DIRECTORS

The number of Directors of YACHT FINDERS, INC. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of YACHT FINDERS, INC. is one (1). The names and addresses of the people who are to serve as the initial Board of Directors and as the initial Officers of YACHT FINDERS, INC. are as follows:

George Neros 2821 Banyan Blvd. Boca Raton, Florida 33431	Director/President Secretary/Treasurer
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ARTICLE VII INCORPORATOR

The Incorporator of YACHT FINDERS, INC. is George Neros, whose address is 2821 Banyan Blvd., Boca Raton, Florida 33431.

ARTICLE VIII CHANGE OF CORPORATE FORM

The affirmative vote of a majority of the issued and outstanding shares of YACHT FINDERS, INC., shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of YACHT FINDERS, INC. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of YACHT FINDERS, INC., or to voluntarily dissolve, liquidate or wind up its affairs.

ARTICLES IX SHAREHOLDERS AGREEMENTS

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of YACHT FINDERS, INC. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of YACHT FINDERS, INC. The provisions of said agreement may include, but shall not be limited to, the following:

A. The voting of shares in YACHT FINDERS, INC., and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation

B. The limitation of the business affairs of YACHT FINDERS, INC. or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of YACHT FINDERS, INC. and the division of the profits of the Corporation.

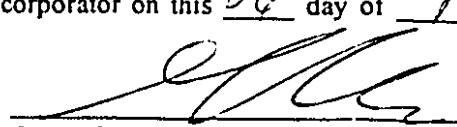
D. Restrictions on the transfer of shares of stock in YACHT FINDERS, INC.

E. The right and power of YACHT FINDERS, INC. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder, or any other agreed upon event.

F. Modification of the provisions of Article VIII or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. YACHT FINDERS, INC. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, these Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 26 day of May,
1995.

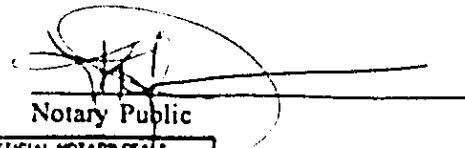

GEORGE NEROS

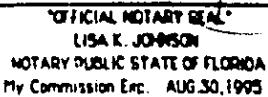
STATE OF FLORIDA)

COUNTY OF *Brevard*

BEFORE ME, the undersigned authority, personally appeared GEORGE NEROS, to me well known and known to me to be the Incorporator of YACHT FINDERS, INC., and he acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 26 day
of May, 1995


Notary Public



My Commission Expires:

I, GEORGE NEROS, having been appointed Registered Agent of YACHT
FINDERS, INC., do hereby agree to act in this capacity and to comply with the provisions of all
statutes relative to the proper and complete performance of my duties this 26 day of
May, 1995.


GEORGE NEROS

95 JUN -8 PM 3:30
SEARCHED
TALLAHASSEE, FLORIDA

FILED