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LAW OFFICES
FLEMING, O'BRYAN & FLEMING
A PROFESSIONAL ASSOCIATION

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THOMAS G. AUBIN
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SCOTT J. REIT
WILLIAM D. RICKEN, JR.
OSCAR E. SOTO
O. MORTON WESTON, JR.
ROBERT L. WUNKER

WIM O'BRYAN
RETIRED
JOHN W. FLEMING
RETIRED

THOMAS F. FLEMING
(1955-1999)
JOY B. FLEMING
(1991-1999)

500 EAST BROWARD BOULEVARD
17TH FLOOR
FORT LAUDERDALE, FLORIDA 33304-3071

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July 11, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SuperYacht Southeast, Inc.
Our File: 50-214/JPK (WDD)

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****122.50 ****122.50

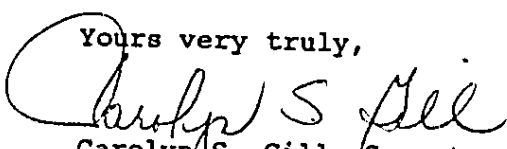
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 representing the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent designation	<u>\$ 35.00</u>
	\$122.50

If there is any question concerning this filing, please contact the undersigned.

Yours very truly,


Carolyn S. Gill, Secretary to
WILLARD D. DOVER

\csg
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 14 AM 10:45

ugw 7/18/95

ARTICLES OF INCORPORATION

OF

SUPERYACHT SOUTHEAST, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUL 14 9 16 AM '45

ARTICLE I

The name of the corporation shall be:

SuperYacht Southeast, Inc.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To deal in land, goods and services of every nature at retail or wholesale, for its own account, or for the accounts of others.

(b) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any of the businesses of the corporation.

(c) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares shall constitute a quorum at shareholder meetings unless the By-Laws

shall make provision for some lessor percentage of shares (but not less than 33 1/3%).

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The street address of the initial principal office of this corporation is:

4700 Jefferson St., Hollywood, FL 33021

The name and address of the initial registered agent of this corporation is:

Fleming, O'Bryan and Fleming, PA
500 E. Broward Blvd., Ste. 1700
Ft. Lauderdale, FL 33301

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida

ARTICLE VI

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the shareholders, but shall never be less than one.

ARTICLE VII

The name(s) and address(es) of the member(s) of the first Board of Directors is as follows:

David Gennett
4700 Jefferson St.
Hollywood, FL 33021

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:


Willard D. Dover
500 E. Broward Blvd., Ste. 1700
Ft. Lauderdale, FL 33301

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders having the right to vote on any such amendment, and approved at a shareholders' meeting

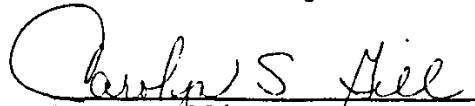
by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 10th day of July, 1995.


Willard D. Dover

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 10th day of July, 1995, by Willard D. Dover, the Subscriber to the said Articles of Incorporation.


Notary Public, State of Florida

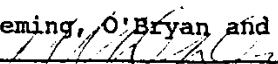
My Commission Expires:



CAROLYN S. GIL
MY COMMISSION # CC269180 EXPIRES
March 19, 1997
BONDED THRU TROY FAIRBANKS, INC.

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48,091, Florida Statutes, relative to keeping open said office.

Fleming, O'Bryan and Fleming PA

By: Willard D. Dover, V.P.