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LAW OFFICES

FREEDMAN & VEREBAY, P.A.

190 N.E. 199 STREET • SUITE 204

NORTH MIAMI BEACH, FLORIDA 33179

BRUCE H. FREEDMAN
BOARD CERTIFIED CIVIL TRIAL
LAYNE VEREBAY

ARTHUR DROTZER, OF COUNSEL

SUSAN W. FREEDMAN, R.N.
PARALEGAL

DATE: (305) 651-0075
BROWARD: (305) 920-9119
FAX: (305) 651-3979

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*****70.00 *****70.00

August 9, 1995

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

Re: Alegro Yacht Sales and Charter, Inc.

Dear Sir:

Enclosed please find the articles of incorporation for the above referenced corporation and my check in the sum of \$70.00.

Please be advised that I do not want a certified copy.

Very truly yours,

Layne Verebay

LW/jg
Enclosure

8/15/95
TS

ARTICLES OF INCORPORATION
OF
ALLEGRO YACHT SALES AND CHARTER, INC.

ARTICLE I - CORPORATE NAME

The name of this corporation is:
ALLEGRO YACHT SALES AND CHARTER, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida. The principal place of business is:

7782 FISHER ISLAND DRIVE
FISHER ISLAND, FL 33109

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock of one class only with a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money or property, labor or service.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE V - RESIDENT AGENT AND INITIAL RESIDENT OFFICE

The Resident Agent and the street address of the initial Resident Office of this corporation in the State of Florida shall be:

BARRY STARK
8181 W. BROWARD BLVD.
SUITE 255
PLANTATION, FL 33324

The Officers of this corporation may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI - BOARD OF DIRECTORS

The number of members of the initial Board of Directors shall be one. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the shareholders but shall never be less than one. The name and address of initial Director is:

ROBERT GROSSMAN
7782 FISHER ISLAND DRIVE
FISHER ISLAND, FL 33109

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of this corporation are:

President:

ROBERT GROSSMAN
7782 FISHER ISLAND DRIVE
FISHER ISLAND, FL 33109

Vice President:

LYNNE GROSSMAN
7782 FISHER ISLAND DRIVE
FISHER ISLAND, FL 33109

Treasurer:

ROBERT GROSSMAN
7782 FISHER ISLAND DRIVE
FISHER ISLAND, FL 33109

Secretary:

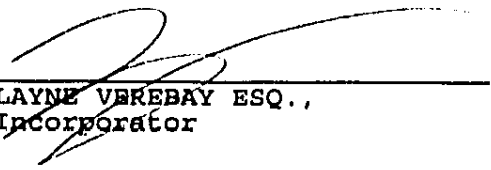
LYNN GROSSMAN
7782 FISHER ISLAND DRIVE
FISHER ISLAND, FL 33109

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

LAYNE VEREBAY, ESQ.
190 N.E. 199TH STREET
SUITE 204
NORTH MIAMI BEACH, FL 33179

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
3 day of August, 1995.



LAYNE VEREBAY ESQ.,
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

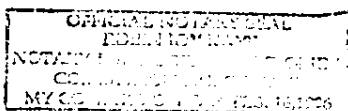
I HEREBY CERTIFY that before me, the undersigned authority, personally appeared LAYNE VEREBAY, ESQ. to me known to be the person described in and who executed the foregoing articles of incorporation, and acknowledges before me that said person subscribed to those articles of incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid this 1 day of August, 1995.



NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



**ACCEPTANCE OF APPOINTMENT AND
AGREEMENT TO ACT AS RESIDENT AGENT FOR
ALLEGRO YACHT SALES AND CHARTER, INC.**

I, BARRY STARK, have been nominated to act in the capacity of
RESIDENT AGENT, to the above named Florida Corporation, and to
accept service of process and other legal process on behalf of the
said corporation, and do agree to serve in that capacity until
further notice is served upon the Secretary of State.

My address for which service can be effected is:

8181 W. BROWARD BLVD.
SUITE 255
PLANTATION, FL 33324

ACCEPTED this 9th day of August, A.D. 1995


BARRY STARK