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1/19/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GARDEN STREET

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TLS YACHT SALES, INC.

FAX AUDIT NUMBER: H96000000955

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**ARTICLES OF INCORPORATION
OF**

TLS YACHT SALES, INC.

**ARTICLE I.
CORPORATE NAME**

The name of this Corporation shall be: **TLS YACHT SALES, INC.**

**ARTICLE II.
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

**ARTICLE III.
CAPITAL STOCK**

The Corporation is authorized to issue a maximum of One Thousand (1,000) shares of Stock. The Shares of Stock shall be voting common stock of \$1.00 par value. The consideration to be paid for each Share of Stock shall be fixed by the Board of Directors.

**ARTICLE IV.
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

**MARK S. GALLEGOS
MITRANI, RYNOR & GALLEGOS, P.A.
One S.E. Third Avenue #2200
Miami, FL 33131**

Mark S. Gallegos, Esq.
FL Bar No. 364193
One S.E. Third Avenue #2200
Miami, FL 33131
(305) 958-0050

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**ARTICLE V.
BOARD OF DIRECTORS**

The number of Directors may be altered from time-to-time by the Bylaws adopted by the shareholders. However, the Corporation shall have no less than one (1) Director at any time.

**ARTICLE VI.
INITIAL DIRECTORS**

The name and post office address of the initial Director of the Corporation are:

Terry L. Schrubb, Jr.
1781 S.E. 9th Street
Ft. Lauderdale, FL 33316

**ARTICLE VII.
INITIAL OFFICERS**

The initial officers shall be elected at the first Board of Directors meeting.

**ARTICLE VIII.
INCORPORATOR**

The name and post office address of the Incorporators executing these Articles of Incorporation are as follows:

Terry L. Schrubb, Jr.
1781 S.E. 9th Street
Ft. Lauderdale, FL 33316

**ARTICLE IX.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is as follows: TLS YACHT SALES, INC., 1781 S.E. 9th Street, Ft. Lauderdale, Florida 33316.

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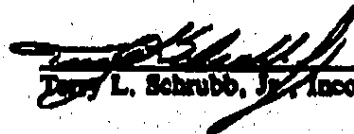
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**ARTICLE X.
COMMENCEMENT DATE**

Corporate existence will commence on the date of the filing of these Articles of Incorporation.

The undersigned Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.

Dated this 12th day of January, 1996.


Terry L. Schrubb, Jr., Incorporator

The undersigned hereby accepts the foregoing designation as Initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


MARK S. GALLEGOS
Mitrani, Rynor & Gallegos, P.A.
One S.E. Third Avenue #2200
Miami, FL 33131

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