

1201 HAYS STREET
TALLAHASSEE, FL 32301

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networks

PRESTIGE LEGAL & SOCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 826150 4327828

AUTHORIZATION :

Patricia Pajich

COST LIMIT : \$ 122.50

ORDER DATE : January 31, 1996

ORDER TIME : 9:47 AM

ORDER NO. : 826150

CUSTOMER NO: 4327828

COLLECTED TELEPHONE

CUSTOMER: Warren D. Hayes, Sr, Esq
ALLEY, MAASS, ROGERS &
LINDSAY, P.A.
321 Royal Poincianna Pl.

EFFECTIVE DATE
JAN 30 1996

Palm Beach, FL 33480

DOMESTIC FILING

NAME: SONDRA D YACHT SALES, INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR.

EXAMINER'S INITIALS:

T. BROWN JAN 31 1996

FILED
96 JAN 31 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
JAN 30 1996

ARTICLES OF INCORPORATION
OF
SONDRA D. YACHT SALES, INC.

FILED
96 JAN 31 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Sondra D Yacht Sales, Inc..

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is:

757 S.E. 17th Street, Suite 225
Ft. Lauderdale, FL 33316

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Warren D. Hayes, Sr.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

David S. Mack
370 West Passaic Street
Rochelle Park, NJ 07662

Article IX - Incorporator

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

Warren D. Hayes, Sr.
321 Royal Poinciana Plaza
Palm Beach, FL 33480.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - By-Laws

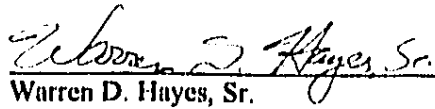
The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these

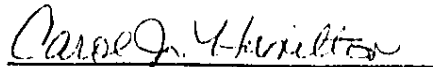
Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of January, 1996.


Warren D. Hayes, Sr.

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 30th day of January, 1996, by Warren D. Hayes, Sr., who is personally known to me.


Signature of Person Taking
Acknowledgment

 CAROL J. HAMILTON
MY COMMISSION # CC401484 EXPIRES
September 3, 1998
Name typed, printed or stamped in:
Title or Rank: _____
Serial Number: _____

Acceptance of Designation

The undersigned, Warren D. Hayes, Sr., hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

Warren D. Hayes, Sr.
Warren D. Hayes, Sr.

FILED
96 JAN 31 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA