

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086



ACCOUNT NO. : 070100000032

REFERENCE : 066423 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

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DIVISION 11:2

ORDER DATE : March 1, 1996

ORDER TIME : 10:45 AM

ORDER NO. : 066423

CUSTOMER NO: 4303929

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CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3230

DOMESTIC FILING

NAME: CS BOAT CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: T. BROWN MAR - 4 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GREENBERG

ATTORNEYS AT LAW

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Fernando C. Alonso	Candace R. Duff	Larry J. Hoffman	Samantha D. Malloy	Kenneth B. Robinson	Jeffrey Westhorn
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Liliana Armas	Arthur J. England, Jr.	John Harrison Hough	Ines Maza-Pelegura	Alan H. Holnick	Bradford D. West
Daniel H. Aronson	Gary M. Epstein	Andrew Hulsh	Enrique J. Martin	Marvin S. Rosen	Howard W. Whitaker
David C. Ashburn	Andrea F. Fisher	John H. Hutton	Pedro A. Martin	Richard A. Rosenbaum	Kelly Whiter
Charles M. Auslander	Jorge L. Freeland	Lisa Iglesias	Roberto Martinez	Eric D. Rosenberg	William S. Wilson
James L. Baccus	Jeffrey R. Fried	Keith A. James	Pedro J. Martinez-Fraga	Ronald M. Rosengarten	Jerrold A. Wish
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Kerri L. Barsh	Robert G. Gang	Steven M. Katzman	Juan J. Mayol, Jr.	Stephen D. Sanford	Linda G. Worton
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Reginald L. Boothillier, Jr.	Steven E. Goldman	Steven A. Landy	Steven J. Pardo	Denise Mendes Smith	
Howard Dregman	Glenn E. Goldstein	Steven B. Lapidus	Rose Parish-Ramon	Lori A. Sochlin	
Francis H. Dragan, Jr.	Joseph G. Goldstein	Linda E. Latta	Michael G. Park	Charles E. Silver, Jr.	
Burt Druton	Steven S. Goodman	Moshe B. Leach	Marshall R. Pasternack	Joel L. Stocker	
Gabriel Bulgac	Matthew D. Gorman	James P. S. Leahaw	Sylvia S. Penneya	Douglas H. Thurnburg	
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Miguel A. De Grandy	Alberto M. Hernandez	Bruce E. Macdonough	Douglas J. Rillstone	Ellar D. Weakley	
Alan T. Dimond	Jeffrey A. Hirsch		Andrea Rivera		

Of Counsel

Arnold J. Hoffman
Patricia Menendez Cambo
Amber H. Moss, Jr.
Patrick T. O'Brien
Allan Salovin
Paul E. Shapiro
H. Allan Shore
Marc M. Watson
Julie A.S. Williamson

Melvin N. Greenberg
(1928-1994)

Elizabeth C. Galvin, L.A.
309-789-9489

February 29, 1996

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: CS BOAT CORP.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



GREENBERG THAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
1221 BRICKELL AVENUE MIAMI, FLORIDA 33131 305-579-0500 FAX 305-579-0717
MIAMI FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE ORLANDO
NEW YORK WASHINGTON, D.C.

**ARTICLES OF INCORPORATION
OF**

CS BOAT CORP.

FILED
96 MAR -1 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is CS BOAT CORP., (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 3323 W. Commercial Boulevard, Suite 110, Ft. Lauderdale, FL 33309.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 2333 Ponce de Leon Boulevard, PH-1111, City of Coral Gables, County of Dade, State of Florida 33134 and the name of its initial registered agent at such office is **Andrew Weston**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is three, and the names and

addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

CHARLES E. COBB, JR.
2333 Ponce de Leon Boulevard
Suite PH-1111
Coral Gables, FL 33134

PETER J. SPILLIS, SR.
800 Douglas Entrance
North Tower - Second Floor
Coral Gables, FL 33134

ARTICLE VII

The name of the Incorporator is ANDREW WESTON and the address of the Incorporator is 2333 Ponce de Leon Boulevard, PH-1111, Coral Gables, FL 33134.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28 day of February, 1996.



ANDREW WESTON, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CS BOAT CORP. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



ANDREW WESTON, Registered Agent

Dated: February 28, 1996.