

LARRY F. WITTE HUNTER B. CRAIG

Attorneys at Low

96 MAR 25 AH 9:35 SECKE LARY OF STATE TALLAHASSEE. FLORIDA

201 SOUTHBAST 24th AVENUE POMPANO BEACH, FLORIDA 33062 (305) 941-5533 PAX NO. (305) 942-0146

March 21, 1996

DELIVERED BY FEDERAL EXPRESS

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

900001756998 -03/26/96--01036--012 ****122.50 ****122.50

Incorporation of The Marine Group Yacht Insurance, Inc. Re:

Dear Filing Officer:

executed Articles of please find the original Enclosed Incorporation of the above-referenced corporation and the Resident Agent Designation and Acceptance, together with our Trust Account check in the amount of \$122.50 representing the filing fee of \$35.00 for the Articles of Incorporation, filing fee of \$35.00 for the Designation and Acceptance of the Resident Agent and \$52.50 for a certified copy.

Please file the enclosed and return the certified copy at your earliest convenience. Thank you for your assistance with this matter. If you should require anything further, or have any questions, please do not hesitate to contact me at your convenience.

Sincevely,

Hunter B. Craig

HBC/mlc Enclosures (3)

cc: Mr. Stephen Wood

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ARTICLES OF INCORPORATION

OF

THE MARINE GROUP YACHT INSURANCE, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation shall be: THE MARINE GROUP YACHT INSURANCE, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 2401 P.G.A. Boulevard, Suite 164, Palm Beach Gardens, Florida 33410.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida or any other state, country, territory or nation.

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ARTICLE IV

CAPITAL_STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1000 shares common stock having \$1.00 par value.

ARTICLE V

PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VI

REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall

be:

Stephen Wood 2931 Northeast 16th Street Pompano Beach, Florida 33062

ARTICLE VII

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VIII

BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to

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any limitation set forth in these Articles of Incorporation. This Corporation shall have six (6) Directors initially.

ARTICLE IX

INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Stephen Wood, 2931 Northeast 16th Street, Pompano Beach, Florida 33062.

ARTICLE X

INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

Stephen Wood, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT 96 MAR 25 AM 9:35 AND OFFICE FOR SERVICE OF PROCESS SEGMENTIAL OF STATE TALLAHASSEE, FLORIDA

THE MARINE GROUP YACHT INSURANCE, INC., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 2401 P.G.A. Boulevard, Suite 164, Palm Beach Gardens, Florida 33410 has named Stephen Wood whose address is 2931 Northeast 16th Street Pompano Beach, Florida, as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the obligations, duties and responsibilities as Registered Agent for said Corporation.

Stephen Wood

201 South rant 21/1/ Are Requestor's Name 201 South rant 21/1/ Are Address Pinghino Beach Fla. 33062 City/State/Zip Phone # Office Use Only	
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known);	
1. (Corporation Name) (E 2. (Corporation Name) (D 3. 3. (D	ocument #)
(Corporation Name) (De	cument #)
Walk in Pick up time Mail out Will wait Photocopy	Current #)
Profit Amendment	
NonProfit Resignation of R.A., Officer/ Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger	
OTHER FILINGS Annual Report Fictitious Name Name Reservation Reinstatement Trademark Other	PACA 96 3371 12-13-000 12-1000 10-1000 10-1000 10-1000 10-1000 10-1000 10-1000 10-1000 10-1000 10-1000
CR2E031(1.95)	Examiner's Initials

Statement of Change-Registered Office or Agent

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of Sections 607.0502, 617.1502, 607.1508 or 617.1508 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: The Marine Group Yacht Insurance, Inc.

1b. Date of incorporation <u>March 25, 1996;</u> Document Number

2. The name and address of the current registered agent and office: <u>Stephen Wood, 2931 Northeast 16th Street, Pompano Beach</u>, Florida 33062.

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable) Frank Skip Smith, 2931 Northeast 16th Street, Pompane Beach, Florida 33062.

The street address of its registered agent and the street address of its registered agent as changed will be

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board,

resident s, ignatùre typed of printed name and title date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MAY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

(REGISTERED/AGENT) DATE DIVISION OF CORPORATIONS, P.O. BOX 6372, TALLAHASSEE, FL 32214