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ATTORNEYS AT LAW

SCOTT, ROYCE, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.

April 3, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

900001772519
-04/03/96--01059--010
*****70.00 *****70.00

Re: Cako Yachts, Inc., File #35199

Dear Sir or Madam:

Enclosed herein you will find proposed Articles of Incorporation for Cako Yachts, Inc., together with an extra copy. Please file these Articles and return the copy in the stamped self-addressed envelope enclosed.

I am also including a check in the amount of \$70.00 to cover the following expenses:

Filing Fee	\$35.00
Registered Agent Fee	<u>\$35.00</u>

TOTAL: \$70.00

If you should have any questions, please feel free to contact me. Your cooperation in this matter is greatly appreciated.

Very truly yours,

Barry B. Byrd

Barry B. Byrd
(Signed in Mr. Byrd's absence
to avoid delay in mailing.)

BBBjpn
BBB35199/Secretary.ltr
Enclosures

FILED
96 APR -8 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTER APR 15 1996

RICHARD K. BARRA • JOHN L. BRYAN, JR. • HARRY B. BYRD • MARK P. GAGNON
J. RICHARD HARRIS • JOHN M. JORGENSEN • DONNA A. NADEAU
RAYMOND W. KOVCE • ROBERT C. SCOTT (1925-1962)

4400 PGA BOULEVARD, SUITE 800 • PALM BEACH GARDENS, FLORIDA 33410
(407) 624-3900 • FAX (407) 624-3533

ARTICLES OF INCORPORATION
OF
CAKO YACHTS, INC.

FILED
26 APR -8 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a Corporation under the following
Charter of Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be CAKO YACHTS, INC.

ARTICLE II

The principal office and mailing address of the Corporation
is 600 Northlake Blvd., Suite A, North Palm Beach, FL 33408

ARTICLE III

The purpose of the Corporation is to engage in yacht and boat
dealerships, sales and brokerage, and to further engage in any
activity or business permitted under the laws of the United States
of America or the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue one hundred
(100) shares of common stock with a par value of One Dollar (\$1.00)
per share.

ARTICLE V

The period of this Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered Office of this
Corporation is 600 Northlake Blvd., Suite A, North Palm Beach,
Florida; and the initial Registered Agent of this Corporation at
that address is MICHAEL DAHL.

ARTICLE VII

The number of Directors constituting this Corporation's
initial Board of Directors is three (3), whose names and addresses
are as follows:

ROBERT DAHL, SR.
600 Northlake Blvd., Suite A
North Palm Beach, FL 33408

CAROL DAHL
600 Northlake Blvd., Suite A
North Palm Beach, FL 33408

MICHAEL DAHL
600 Northlake Blvd., Suite A
North Palm Beach, FL 33408

ARTICLE VIII

The name and address of the Incorporator is as follows:

MICHAEL DAHL
600 Northlake Blvd., Suite A
North Palm Beach, FL 33408

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

ARTICLE XI PREEMPTIVE RIGHTS

The Shareholders of the Corporation have a preemptive right to acquire proportional amounts of the Corporation's unissued and/or treasury shares upon the decision of the Board of Directors to issue and/or transfer additional shares.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of CAKO YACHTS, INC., for the uses and purposes aforesaid this 22 day of February, 1996.


MICHAEL DAHL

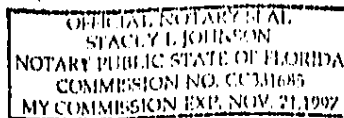
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd
day of February, 1996, by MICHAEL DAHL.

NOTARY PUBLIC

Stacey L. Johnson

(SEAL)



Stacey Johnson

(Print Name)

My commission expires: NOV. 21, 1997

Commission No. CC331685

Personally Known X OR Produced Identification _____
Type of identification Produced _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

* * * * *

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First, that CAKO YACHTS, INC., desiring to organize under the
laws of the State of Florida, with its principal office, as
indicated in the Articles of Incorporation at 600 Northlake Blvd.,
Suite A, North Palm Beach, County of Palm Beach, State of Florida,
has named MICHAEL DAHL, located at 600 Northlake Blvd., Suite A,
North Palm Beach, County of Palm Beach, State of Florida, as its
Agent to accept Service of Process within this state.

A C K N O W L E D G M E N T

Having been named to accept Service of Process for the above
stated Corporation, at place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

DATED this 22 day of February, 1996.



MICHAEL DAHL
Registered Agent

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FILED
96 APR -8 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA