

P960000032901

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-04/11/96--01065--004
****122.50 ****122.50

SUBJECT JACKSON YACHT CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

_ \$70.00 _ \$78.75 X \$122.50 _ \$131.25

FROM: JEFFREY E. JACKSON
4451 HERSCHEL STREET SUITE 1
JACKSONVILLE, FL 32210
(904)387-5530

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 11 PM 12:36

Jeffrey Jackson GAVE
AUTHORIZATION BY PHONE TO
CORRECT Effective Date
DATE 4/16/96
DOC. EXAM. cf

NOTE: Please provide the original and one copy of the articles.

cf 4/16/96

EFFECTIVE DATE
4/5/96
ARTICLES OF INCORPORATION
OF
JACKSON YACHT CORPORATION

FILED
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The undersigned, under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is JACKSON YACHT CORPORATION

ARTICLE II - TERM OF EXISTENCE and EFFECTIVE DATE

The period of duration of the corporation is perpetual. The effective date of incorporation is to be April 5, 1996.

ARTICLE III - NATURE OF BUSINESS

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of the corporation is 4451 Herschel Street Suite 1, Jacksonville, FL 32210. The name of the initial registered agent and address of the registered agent for the corporation is Jeffrey E. Jackson, 4451 Herschel Street Suite 1, Jacksonville, FL 32210.

ARTICLE VI - DIRECTORS

The initial Board of Directors shall consist of one (1) member who needs not be a resident of the State of Florida or a shareholder of the corporation.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the person who shall serve as sole Director until the first annual meeting of the shareholders, or until her successors shall have been elected and qualified, is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Jeffrey E. Jackson | 4451 Herschel Street Suite 1 Jacksonville, Florida 32210 |

The Directors shall be elected in accordance with the By-laws of the corporation.

ARTICLE VIII - INCORPORATORS

The name and address of the initial incorporator is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Jeffrey E. Jackson | 4451 Herschel Street Suite 1 Jacksonville, Florida 32210 |

ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

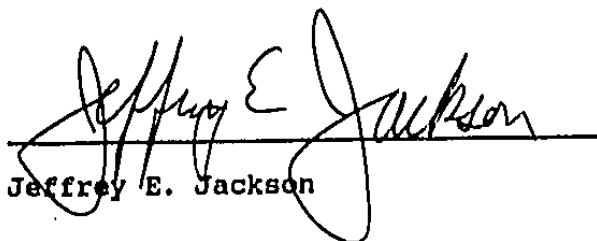
ARTICLE XI - CUMULATIVE VOTING

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the numbers of directors to be elected, multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than twenty-four (24) hours prior to the time for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XII - DETERMINATION OF CONSIDERATION

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.


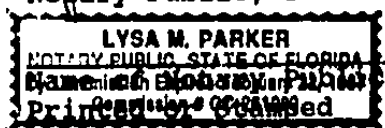
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 4th day of April 1996.


Jeffrey E. Jackson

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 1st day of April, 1996, by Jeffrey E. Jackson who is personally known to me or produced PK as identification.


Notary Public, State of Florida
 Typed,

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept designation as registered agent of JACKSON
YACHT CORPORATION



Jeffrey E. Jackson

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SECRETARY OF STATE
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