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FILED

96 APR 30 AM 10:48
SECRET, DATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032

REFERENCE : 936327 030260

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 30, 1996

ORDER TIME : 10:56 AM

ORDER NO. : 936327

CUSTOMER NO: 030260

CUSTOMER: B. Alan Dobbins, III, Esq
NILES DOBBINS AND NECKS

Suite 400
2601 E. Oakland Park Boulevard
Ft. Lauderdale, FL 33306

EFFECTIVE DATE
4-29-96

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-04/30/96--01087--021
****122.50 ****122.50

DOMESTIC FILING

NAME: NORWALK COVE YACHT SALES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

RECEIVED
96 APR 30 PM 12:14
DIVISION OF CORPORATION

TH
5-1-96

ARTICLES OF INCORPORATION

OF

NORWALK COVE YACHT SALES, INC.

FILED

96 APR 30 AM 10:48

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**EFFECTIVE DATE
4-29-96**

**ARTICLE I
NAME**

The name of this corporation is **NORWALK COVE YACHT SALES, INC.**, whose mailing address is 2955 State Road 84, Fort Lauderdale, FL 33312.

**ARTICLE II
DURATION**

This corporation shall have perpetual existence and these Articles are effective upon signing.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares at \$1.00 par value common stock.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, 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
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2955 State Road 84, Fort Lauderdale, FL 33312, and the name of the initial registered agent of this corporation at that address is James C. Ramsey. The undersigned is familiar with and accepts the duties of registered agent pursuant to Florida Statute 607.325.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two Director(s) initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director(s) of this corporation are:

James R. Gardella
Beach Road
East Norwalk, CT 06855

James C. Ramsey
2824 N. E. 25th Ct.
Fort Lauderdale, FL 33305

ARTICLE VIII
INCORPORATOR

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

James C. Ramsey
2955 State Road 84, Fort Lauderdale, FL 33312

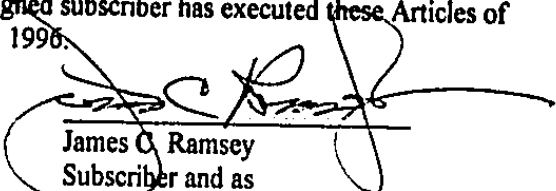
ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
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 09 day of April, 1996.


James C. Ramsey
Subscriber and as
Registered Agent