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DEPARTMENT OF STATE 1415 W. FLAGLER ST.
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409 EAST PALMER AVE. MIAMI FL 33135-4100
TALLAHASSEE, FL 32301 CONTACT: RAY D'ARMONTE
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FAX: (305) 641-3770

(((H960000047))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CONQUEST YACHT MANUFACTURING CORP.
FAX AUDIT NUMBER: H96000009477 CURRENT STATUS: REQUESTED
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**ARTICLES OF INCORPORATION
OF
CONQUEST YACHT MANUFACTURING CORP.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

CONQUEST YACHT MANUFACTURING CORP.

The address of the principal office of this corporation shall be 100 W. Cypress Creek Rd. Suite 975, Ft Lauderdale, FL 33309, and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$ 1.00 per share, par value.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 3284 N State Rd 7, Lauderdale Lakes, FL 33319, and the name of the initial registered agent of the corporation at that address is Scott Tillman.

Prepared By:

Scott E. Tillman
3284 N State Rd 7
Lauderdale Lakes, FL 33319
(305)484-5533

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ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until his successor is elected or appointed is(are):

Roger B. Lima
100 W Cypress Creek Rd #975
Ft Lauderdale, FL 33309

President
Vice-Pres
Treasurer
Secretary
Director

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

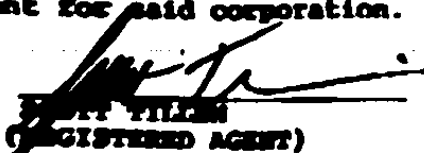
Scott Tillen
3284 N State Rd 7
Lauderdale Lakes, FL 33319

IN WITNESS WHEREOF, the undersigned has hereunto set his hand,
on this 9th day of July, 1996.


SCOTT TILLEN

ARTICLE VIII. REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


SCOTT TILLEN
(REGISTERED AGENT)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR RESIDENCE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, MAKING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 687.34 Florida Statutes the following is
submitted, in compliance with said Act:

First-That CONQUEST YACHT MANUFACTURING CORP.

desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the articles of incorporation at
City of Ft Lauderdale, County of Broward, State of Florida, has
named Scott Tillen located at 3304 N State Rd 7, City of Lauderdale
Lakes, County of Broward, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT:

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
provision of said Act relative to keeping open said office.

BY 
Signature
Registered Agent

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