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STATE OF FLORIDA
409 EAST GAINES STREET FT. LAUDERDALE FL 33302-0000
TALLAHASSEE, FL 32399 CONTACT: PATTY SCHLINDWEIN
FAX: (904) 922-4000 PHONE: (305) 525-7500

FAX: (954) 728-9236
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NAME: D144 YACHTING CORP.
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202-99-94

**ARTICLES OF INCORPORATION
OF
D144 YACHTING CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I
NAME**

The name of this Corporation is:

D144 Yachting Corp.

**ARTICLE II
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III
CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this Corporation is:

3801 N.E. 207th Street
3003
Miami, FL 33180

Prepared by: William J. Gross, Esq.
Bar No. 0898678
Tripp, Scott, Conklin & Smith
P.O. Box 14245
Fort Lauderdale, FL 33302
(954) 525-7500

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Douglas Gross
3801 N.E. 207th Street
3003
Miami, FL 33180

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator is:

Douglas Gross
3801 N.E. 207th Street
3003
Miami, FL 33180

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This Corporation shall have One (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than One (1). The name and address of the initial Director of this Corporation is:

Name

Address


Douglas Gross

3801 N.E. 207th Street
3003
Miami, FL 33180

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 17th day of July, 1996.


Douglas Gross, Incorporator

THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.


Douglas Gross, Registered Agent

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