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**GARBER & CAMPBELL, P.A.**

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Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399  
(904) 487-6052

SENT VIA UPS

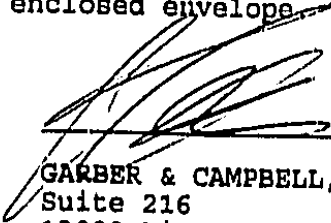
Subject: D.C. YACHTING, INC.

Enclosed please find an original and two (2) copies of the Articles of Incorporation for the above corporation and check in the amount of \$122.50, which includes:

Filing fee - \$35.00  
Designation of Registered Agent - \$35.00  
Certified Copy - \$52.50

Please return a certified copy of the Articles of Incorporation to our office in the enclosed envelope.

From:

  
GARBER & CAMPBELL, P.A.  
Suite 216  
12000 Biscayne Boulevard  
Miami, Florida 33181  
(305) 895-0420

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
D.C. YACHTING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is:

D.C. YACHTING, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1523 Dewey Street Hollywood, FL 33020

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500 Shares of Common Stock

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Cherrie F. Campbell, Esq.  
Garber & Campbell, Esq.  
12000 Biscayne Blvd., Ste 216  
Miami, FL 33181

ARTICLE V - INCORPORATOR

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

David Campbell  
1523 Dewey Street Hollywood, FL 33020

The undersigned has executed these Articles of Incorporation this 29 day of July, 1996.

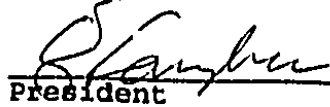
David Campbell  
Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is D.C. YACHTING, INC.
2. The name and address of the registered agent and office is:

Cherrie F. Campbell, Esq.  
Garber & Campbell, P.A.  
12000 Biscayne Blvd., Ste 216  
Miami, FL 33181

  
President

Date

7/29/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
Cherrie F. Campbell

Date

7/29/96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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