# P96000069984

PROPESSIONAL ASSOCIATION 1200 NORTH PEDERAL HIGHWAY, SUITE 411 BOCA RATON, PLORIDA 33432

VIRO BEACH OPFICIE RAYMOND & RAYMOND, P.A. 2801 OCHAN DRIVE, SUFFR 202-0 VIRO DESCH, PORDIA 21903 1 DERIPHONE (261) 224-578 1 DERECOPER (261) 234-4683 THERPHONE (561) 368-2151 TREACOPHER (561) 368-4668 MICHIGAN DEFICIE RAYMOND A RAYMOND, P.C. 503 NORTH WORDWARD AVERUE, RUHHE 2800 BLOOMFIRLD BILLN, MICHIGAN 48304 THEETHORIL (HD) 641-3523 THEETHORIL (HD) 238-2831

August 19, 1996

VIA FEDERAL EXPRESS
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: ABSOLUTE YACHT SAILS, INC.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee \$ 35.00 Resident Agent Fee 35.00 Certified Copies 52.50

TOTAL:

\$122.50

Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

AUG 221996. 13513

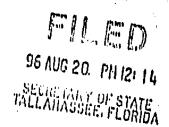
RAYMOND & RAYMOND, P.A.

Kera J. Draetta Corporate Paralegal

Enclosures

## ARTICLES OF INCORPORATION

OF



# ABSOLUTE YACHT SAILS, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

## ARTICLE I

The name of this corporation is ABSOLUTE YACHT SAILS, INC...

## ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

## ARTICLE\_III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 at \$.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

## ARTICLE IV

The street address of the Corporation shall be 5830 NW 25th Terrace, Boca Raton, FL 33496. The name of the Corporation's initial registered agent is Christine R. Engelmaier.

## ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is one (1). The names and street addresses of the initial directors are:

Nama

Addronn

Thomas F. Kloberg

5830 NW 25th Terrace Boca Raton, FL 33496

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

# ARTICLE VI

The name and address of the incorporator is Christine R. Engelmaier, RAYMOND & RAYMOND, P.A., 1200 North Federal Highway, Suite 411, Boca Raton, FL 33432.

#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

# ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

## ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of the Corporation.

The charcholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

### ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

# ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 19th day of August, 1996.

Christine R. Engelmaier, Incorporator

STATE OF Florida

88.

COUNTY OF Palm Beach )

The foregoing instrument was acknowledged before me this  $\frac{19}{100}$  day of August, 1996, by Christine R. Engelmaier, who is personally known to me and did take an oath.



Keras. Druetta\_ Notary Public

FILED CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON 96 AUG 20 PH 12: 14 WHOM PROCESS MAY BE SERVED SECRETARY OF STATE TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That ABSOLUTE YACHT SAILS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 5830 NW 25th Terrace, Boca Raton, FL 33496, has named Christine R. Engelmaier, located at RAYMOND & RAYMOND, P.A., 1200 North Federal Highway, Suite 411, Boca Raton, FL 33432, as its agent to accept service of process within Florida.

## ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

> Christine R. Engelmaier Christine R. Engelmaier