

P96 0000 80598

SANDRA LAMBERT
ATTORNEY AT LAW
370 W. CAMINO GARDENS BOULEVARD
SUITE 117
BOCA RATON, FLORIDA 33432

FAX: (407) 394-2970

TELEPHONE: (407) 364-1111

FILED
SEP 26 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 23, 1996

Secretary of State
Corporate Division
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

400001956964
-09/27/96--01039--016
****122.50 ****122.50

REFERENCE: EUROPEAN YACHT DESIGN & SERVICE, INC.

Gentlemen:

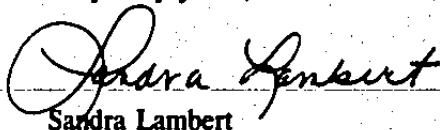
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation pursuant to F.S. § 607.0202. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent fee	\$ 35.00
Total	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,


Sandra Lambert

SSL:1

F. OMESER SEP 30 1996

**ARTICLES OF INCORPORATION
OF
EUROPEAN YACHT DESIGN & SERVICE, INC.**

FILED
96 SEP 26 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: **EUROPEAN YACHT DESIGN & SERVICE, INC.** and the principal office is 370 W. Camino Gardens Boulevard, Suite 117, Boca Raton, Florida 33432.

ARTICLE II

This corporation may engage in any activity of business permitted under the laws of the United States and of this State.

ARTICLE III

The amount of the authorized capital stock of this corporation shall be: One Hundred (100) shares at One (\$1.00) par value.

ARTICLE IV

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of

issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE V

The term for which this corporation shall exist is perpetual.

ARTICLE VI

The initial registered office of this corporation shall be: 370 W. Camino Gardens Boulevard, Suite 117, Boca Raton, Florida 33432.

The initial registered agent shall be: Sandra Lambert, Esq.

The initial registered office may have such other places of business in the State of Florida as the nature and progress of the business from time to time shall render necessary or desirable. Said corporation shall also have the power to conduct its business outside the State of Florida and/or in any and all the several states and territories and districts of the United States, and in any and all foreign countries, and may have one or more offices, in any of the said places of business.

ARTICLE VII

The business of said corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) member, nor more than five (5) members, as the same may be provided by the By-Laws of the corporation, and the following officers, to-wit: a president,

secretary and treasurer, and such other officers as the Board of Directors may elect, provided that any three (3) offices may be held by one and the same person(s). The members of said Board of Directors shall be elected at the annual meeting of the stockholders of said corporation, and the officers shall be elected by the Board of Directors at a meeting to be held immediately after adjournment of that of the annual stockholders' meeting.

Upon the first meeting of the stockholders herein provided for and until their successors shall be duly elected and qualified, the business of the corporation shall be transacted by the following named officers, together with the lyres Board of Directors.

NAME AND ADDRESS

OFFICE(S)

Daniela Gronack
Lovis-Cornith - Str. 13
50933 Cologne, Germany

President

ARTICLE VIII

The names and post office addresses of the first Board of Directors, who, subject to the provisions of these articles, for the first year of the corporations' existence or until their successors are duly elected and qualified, are:

NAME

ADDRESS

Daniela Gronack

Lovis-Cornith - Str. 13
50933 Cologne, Germany

ARTICLE IX

The annual meeting of the stockholders of the corporation shall be fixed by the By-Laws and the power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

The name and place of residence of each incorporator of this corporation and the amount of shares of stock subscribed for are as follows:

<u>NAME & ADDRESS</u>	<u>NO. OF SHARES</u>
Daniela Gronack Lovis-Cornith - Str. 13 50933 Cologne, Germany	50

ARTICLE XI

The members of the Board of Directors, or an Executive Committee shall be deemed present at a meeting of such Board or Committee if a conference telephone, or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XII

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(s) has/have executed these Articles of Incorporation, this 23rd day of September, 1996.



DANIELA A. GRONACK (Seal)

STATE OF FLORIDA
COUNTY OF PALM BEACH

ON THIS DAY, personally appeared before me, the undersigned authority, duly authorized to administer oaths, to me known to be the person(s) described in and who executed the above and foregoing proposed charter, and they acknowledged that they executed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at
Boca Raton, Florida, County of Palm Beach, this 23 day of September, 1996.

John Carter Kaczmarek
NOTARY PUBLIC

My Commission Expires:



JOHN CARTER KACZMAREK
My Commission CC399144
Expires Sep. 12, 1998

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That EUROPEAN YACHT DESIGN & SERVICE, INC. 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 Cologne, Country of Germany has named SANDRA LAMBERT located at 370 W. Camino Gardens Boulevard, Suite 117, City of Boca Raton, County of Palm Beach, 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: Sandra Lambert
SANDRA LAMBERT, ESQ.
(Resident Agent)

FILED
96 SEP 26 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA