

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0393 FAX



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 142402 85423A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 4, 1996

ORDER TIME : 9:59 AM

ORDER NO. : 142402-005

CUSTOMER NO: 85423A

200001995062--3
-11/04/96--01036--007
****245.00 ****122.50

CUSTOMER: Keith D. Diamond, Esq
KEITH D. DIAMOND, ESQ

Bank Atlantic, Fourth Floor
46 Southwest First Street
Miami, FL 33130

DOMESTIC FILING

NAME: GLOBAL YACHT REPAIR & PAINTING
INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

FILED
96 NOV -4, PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 NOV -4, AM 10:12
DIVISION OF CORPORATION

11.4.96
/R

ARTICLES OF INCORPORATION
OF
GLOBAL YACHT REPAIR & PAINTING, INC.

FILED
96 NOV -6 PM 2:29
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of this corporation is GLOBAL YACHT REPAIR & PAINTING, INC. The principal address of the corporation is 7680 Republic Drive, #110, Orlando, Florida 32819.

ARTICLE II

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

This corporation is organized for the following purpose: To engage in the transaction of any and all lawful business whatsoever.

ARTICLE IV

This corporation is authorized to issue One Thousand (1,000) shares of One Hundred Dollars (\$100.00) par value common stock.

ARTICLE V

The street address of the initial registered office of this corporation is 46 S. W. First Street, Fourth, Floor, Miami, Florida 33130 and the name of the registered agent of this corporation at that address is Keith D. Diamond.

ARTICLE VI

This corporation shall have one (1) director initially. The number of director(s) may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director(s) of this corporation and of the corporation are:

Issa Ladha	7680 Republic Drive, #110 Orlando, Florida 32819
------------	---

The officers of the corporation are as follows:

Issa Ladha	President
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ARTICLE VII

The name and address of the person signing these Articles is Keith D. Diamond, 46 S. W. First Street, Fourth Floor, Miami, Florida 33130.

ARTICLE VIII

The power to adopt, alter, named or repeal By-Laws shall be vested in the Florida General Corporation Act.

ARTICLE IX

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X

The corporation shall indemnify any office or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

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 has executed these Articles of Incorporation this 1st day of November, 1996.

I AM HEREBY familiar with and accept the duties and responsibilities as registered agent for said corporation.

KEITH D. DIAMOND
Subscriber and Registered Agent

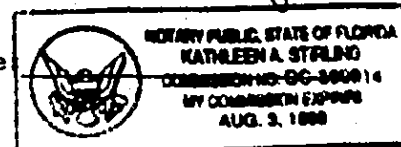
STATE OF FLORIDA)
 : ss.
COUNTY OF DADE)

1st The foregoing instrument was acknowledged before me on this day of November, 1996, by Keith D. Diamond, who is personally known to me.

Kathleen A. Stirling
NOTARY PUBLIC, State of Florida
At Large

Print Name

My Commission Expires:



1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0300 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 153333 85423A

AUTHORIZATION : *Prepaid*

COST LIMIT : \$ 35.00

ORDER DATE : November 13, 1996

ORDER TIME : 10:43 AM

ORDER NO. : 153333-005

CUSTOMER NO: 85423A

000002003240--5
-11/13/96--0104--030
*****35.00 *****35.00

CUSTOMER: Keith D. Diamond, Esq
Keith D. Diamond, Esq
Bank Atlantic, Fourth Floor
46 Southwest First Street
Miami, FL 33130

DOMESTIC AMENDMENT FILING

NAME: GLOBAL YACHT REPAIR &
PAINTING, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED
96 NOV 26 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REC 11/26

RECEIVED
96 NOV 13 PM 12:20
DIVISION OF CORPORATIONS
W 96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1996

**CSC NETWORKS
MICHAEL KLUNK
TALLAHASSEE, FL**

**SUBJECT: GLOBAL YACHT REPAIR & PAINTING, INC.
Ref. Number: P96000090393**

We have received your document for GLOBAL YACHT REPAIR & PAINTING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must contain one of the following statements: 1) The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval. 2) The amendment was adopted by the board of directors without shareholder action and shareholder action was not required. or 3) The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Please note: If the shareholders adopt the amendment an officer must sign, if the directors adopt the amendment a director must sign or if the incorporators adopt the amendment an incorporator must sign.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 896A00051916

GLOBAL YACHT REPAIR & PAINTING, INC.

FIRST: Amendment(s) adopted:

Signed this 20th day of November, 1996

Typed or Printed Name

Title

96 NOV 26 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA