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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: JIM'S YACHT MANAGEMENT ASERVICES, INC.

AUDIT NUMBER.....H97000001435

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 27, 1997

EMPIRE

SUBJECT: JIM'S YACHT MANAGEMENT SERVICES, INC.
REF: W97000001875

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ARTICLES OF INCORPORATION

of

JIM'S YACHT MANAGEMENT SERVICES, INC.

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is Jim's Yacht Management Services, Inc., c/o Accounting & Business Consultants, Inc., 790 E. Broward Blvd., Suite 302, Ft. Lauderdale, Fl 33301.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 341 N. Birch Road, #307, Ft. Lauderdale, Fl 33304 and the name of the initial registered agent of this corporation at that address is James P. Hausch, II. Stanley S. Feinerman, Enrolled Agent, (954) 462-6045 790 E. Broward Blvd., Suite 302 Ft. Lauderdale, Fl 33301

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial directors of this corporation is:

Name: James P. Hausch, II

Address: 341 N. Birch Road, #307
Ft. Lauderdale, Fl 33304

Name:

Address:

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is James P. Hausch, II, 341 N. Birch Road, #307, Ft. Lauderdale, Fl 33304.

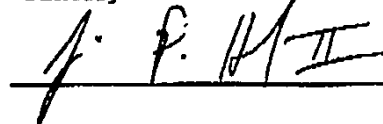
ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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 16th Day of January 1997.



, President

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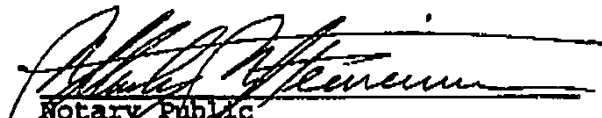
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STATE OF FLORIDA:

COUNTY OF BROWARD :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared James P. Hausch, II known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 16th Day of January, 1997.


Notary Public
State of Florida at Large:



Stanley S. Feldman
MY COMMISSION # 00033389 EXPIRES
March 15, 2000
BONDED TYPED TOWN FARM INSURANCE, INC.

NOTARY CHECK ONE:

- (X) PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME.
() PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING
FORM OF IDENTIFICATION:

Type: _____

Serial No.: _____

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

First that Jim's Yacht Management Services, Inc.,
desiring to organize under the laws of the State of Florida
with its principle office, as indicated in the Articles of
Incorporation at the City of Ft. Lauderdale, County
of Broward State of
Florida has named James P. Hausch, II
located at 341 N. Birch Road, #307, Ft. Lauderdale, Fl 33304
County of Broward, State of Florida, as its
agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and
agree to comply with the provisions of the said Act relative
to keeping open said office.

By: J. P. Hausch, II

Registered Agent

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