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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FILINGS, INC.

CONTACT: TERESA ROMAN PHONE: (904)385-6735
(904)385-6761

ACCT#: 072720000101

FAX #:

NAME: CIGAR POWERBOATS USA, INC. AUDIT NUMBER.....H97000003178 DOC
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0
PAGES..... 3 CERT. COPIES.....0 DEL.METHOD.. FAX EST.CHARGE..
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nu 2/25/97

ARTICLES OF INCORPORATION

OF

CIGAR POWERBOATS USA, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

CIGAR POWERBOATS USA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 2000 SW 31 Avenue
Bldg. A, Bay 1
Pembroke Park, FL 33009

ARTICLE III CAPITAL STOCK

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

100 shares par value - One dollar (\$1.00)

ARTICLE IV
INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Jack Clark
2000 SW 31 Avenue
Bldg. A, Bay 1
Pembroke Park, FL 33009

PREPARED BY:
STANLEY C. SHERMAN, ESQ.
4322 POLK STREET
HOLLYWOOD, FL. 33021
305-966-7156
FLA. BAR #249068

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ARTICLE V INCORPORATOR(S)

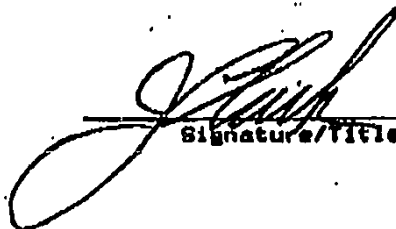
The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Jack Clark
2000 SW 31 Avenue
Bldg. A, Bay 1
Pembroke Park, FL 33009

ARTICLE VI POWERS

This corporation is empowered to engage in all legal business in the State of Florida.

The undersigned has (have) executed these Articles of Incorporation this 21st day of February, 1997.



Signature/Title Incorporator

Signature/Title

Signature/Title

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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:

CIGAR POWERBOATS USA, INC.

2. The name and address of the registered agent and office is:

Jack Clark
2000 SW 31 Avenue
Bldg. A, Bay 1
Pembroke Park, FL 33009

Signature

(corporate officer)

Title

registered agent/incorporator

Date

2/21/97

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.

SIGNATURE

DATE

2/21/97

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