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AUTHORIZATION : *Patricia Project*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 3, 1997

ORDER TIME : 9:38 AM

ORDER NO. : 278455-005

CUSTOMER NO: 86757A

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CUSTOMER: Mary Ann Scherer, Esq
MARY ANN SCHERER, ESQ

Suite 200
2734 E. Oakland Park Boulevard
Ft. Lauderdale, FL 33306

DOMESTIC FILING

NAME: ALTECH-TARRAB YACHTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest
EXAMINER'S INITIALS: _____

K.R. MAR - 3 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ALTECH-TARRAB YACHTS, INC.

The undersigned, hereby associate together for the purpose of becoming a Corporation under the Laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I - NAME

The name of the Corporation shall be: ALTECH-TARRAB YACHTS, INC. Its principles place of business shall be located at 1535 S. E. 17th Street, Fort Lauderdale, Florida 33316, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is as follows: the practice of YACHT SALES and to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do or to do anything that may lawfully be done by a corporation.

ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 500 shares of common stock at \$1.00 Dollar par value.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator(s) or by the Director(s) at a meeting called for such purpose.

ARTICLE IV

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors may be set by the By-Laws (when enacted) of this Corporation. Directors need not be stockholders.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their successors are elected and have qualified, are:

Valerie Amante of 5230 N. E. 32nd Avenue, Fort Lauderdale, Florida 33308.

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled

to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

PRESIDENT: Valerie Amante

VICE PRESIDENT: Valerie Amante

SECRETARY: Valerie Amante

TREASURER: Valerie Amante

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Valerie Amante	5230 N. E. 32nd Avenue Fort Lauderdale, FL 33308	500	\$1.00

ARTICLE X

The name and address of the initial registered agent is:

Valerie Amante
5230 N. E. 32nd Avenue
Fort Lauderdale, Florida 33308

The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.

ARTICLE XI

Each director and officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against

any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified, against, or be reimburse for any expense incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

ARTICLE XXII

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

ARTICLE XIII

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder

WITNESS my hand and official seal at Broward County, Florida,
this 27 day of February, 1997.

Marie B. Losey
NOTARY PUBLIC, STATE OF FLORIDA
Marie B. Losey
PRINTED NOTARY

My Commission Expires:



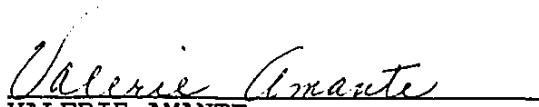
and remove any officer and/or director upon clear and convincing evidence or a Court ruling that such stockholder, director and/or officer did commit willful misconduct or gross negligence to the detriment of the Corporation. The option is to be exercised only by a majority of the stockholders who are not the subject of the vote.

ARTICLE XIV

The provisions of this Charter, and each every Article and section hereof, and the By-Laws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27th day of February, 1997.

(SEAL)


VALERIE AMANTE

STATE OF FLORIDA)
COUNTY OF BROWARD)

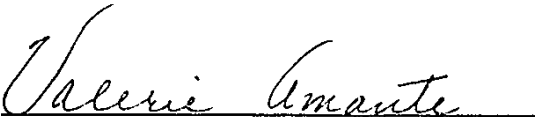
BEFORE ME, the undersigned authority, personally appeared, VALERIE AMANTE to me well known to be the person described in and who executed and subscribed the foregoing ARTICLES OF INCORPORATION, and she has acknowledged, before me, that she has executed the same and subscribed to the same for the purposes therein expressed.

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

ALTECH-TARRAB YACHTS, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First--That ALTECH-TARRAB YACHTS, 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 Fort
Lauderdale, County of Broward, State of Florida, has named VALERIE
AMANTE located at 5230 N. E. 32nd Avenue, Fort Lauderdale, Florida
33308, City of Fort Lauderdale, County of Broward, State of
Florida, as its agent to accept service of process within this
state.


VALERIE AMANTE

ACKNOWLEDGMENT: (must be signed by designated agent)
Having been named to accept service of process for the above stated
corporation, at place designated in this Certificate, I hereby
accept said appointment and agree to act in this capacity, and I
agree to comply with the provisions of said Act relative to keeping
said office open.


Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA