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EMPIRE CORPORATE KIT SYSTEM
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(((H97000005651 9)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT FAX #: (305)541-3770
PHONE: (305)541-3694

NAME: BLACK JACK BOATWORKS, INC.
AUDIT NUMBER.....H97000005651
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS...0 PAGES..... 5
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97 APR -9 AM 8:25
STATE
FALL GUEST FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 8, 1997

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BLACK JACK BOATWORKS, INC.
REF: W97000008062

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate SpecialistFAX Aud. #: H97000005651
Letter Number: 097A00017442

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ARTICLES OF INCORPORATION
OF
BLACK JACK BOATWORKS, INC

FILED
97 APR -9 AM 8:25
STATE OF FLORIDA
TALLAHASSEE

The undersigned, as incorporator to these Articles of Incorporation, being a natural person competent to contract, hereby files these Articles of Incorporation to form a corporation under the laws of the State of Florida.

FIRST: The name of this corporation is:
BLACK JACK BOATWORKS, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 Shares of Common Stock, having a par value of \$1.00 per share.

FOURTH: The holders of common shares shall have preemptive rights to purchase any shares of the Corporation hereafter issued on any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

PREPARED BY:
Donald J. Murray, Esq. (305) 670-8900
9200 So. Dadeland Blvd, #513, Miami, Fl. 33156
Fla. Bar No. 115672

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FIFTH: This corporation is to exist perpetually.

SIXTH: The street address of the initial registered office of this corporation is 9200 So. Dadeland Blvd, Suite 515, Miami, Florida 33156, and the name of the initial registered agent of this corporation at that address is Donald J. Murray.

SEVENTH: This corporation shall have not less than one (1) director(s) initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

EIGHTH: The name and address of the initial director(s) of this corporation is:

Jack McGlynn, 16805 SW 97th Avenue, Miami, Florida
AND the principal office and mailing address is
16805 SW 97th Ave, Miami, Fl.

NINTH: The name of the incorporator to these Articles of Incorporation is as follows: Jack McGlynn and incorporator's address is:
16805 SW 97th Avenue, Miami, Florida

TENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their

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intention that a certain amendment of these Articles of Incorporation be made.

ELEVENTH: No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this other corporation may be officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

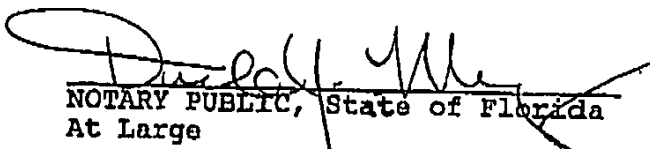
TWELFTH: The Board of Directors shall determine the title and duties of each officer of this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of APRIL, 1997.


JACK MCGLYNN

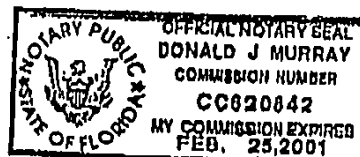
STATE OF FLORIDA)
 188
COUNTY OF DADE)

The foregoing Articles of Incorporation were acknowledged before me this 1 day of APRIL, 1997.


NOTARY PUBLIC, State of Florida
At Large

My Commission Expires:

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

BY: [Signature]
Registered Agent

DATE: 4/1/97

FILED
97 APR -9 AM 8:25
STATE OF NEW YORK
ALLAN VESTER, CLERK

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