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LAW OFFICE OF

J. D. SKIP BARDFELD, P.A.

TELE (954) 523-3888
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 21 PM 3:27
428 N.E. 3RD AVENUE
FT. LAUDERDALE, FL 33301

May 13, 1997

Florida Department of State
Division of Corporations
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32301

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-05/19/97--01129--009
*****70.00 *****70.00

Re: Helms Kelly MacMahon Yachts, Inc.
Articles of Incorporation

Dear Sir or Madam :

Please find enclosed herewith an original and a copy of Articles of Incorporation in connection with the above-referenced matter, together with this firm's check in the amount of \$70.00 which represents your filing fees. Accordingly, please file the enclosed and forward a conformed copy confirming the filing to this office.

Should you have any questions concerning this matter, please do not hesitate to contact this office for assistance. Thank you for your assistance with this matter

Very truly yours,

J.D. SKIP BARDFELD

J.D. SKIP BARDFELD, ESQUIRE

JDB/mvp
Enc.
051397

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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J.D. SKIP BARDFELD GAVE
AUTHORIZATION BY PHONE TO
CORRECT ARTICLE IV
DATE 5-21-97
DOC. EXAM. R. PURINTUN

12P
5-22-97

ARTICLES OF INCORPORATION

OF

HELMS KELLY MACMAHON YACHTS, INC.

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ARTICLE I

The name of the corporation is HELMS KELLY MACMAHON YACHTS, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the purpose of the transaction of any and all lawful business for which corporations may be incorporated, pursuant to Chapter 607, Florida Statutes, known as the Florida General Corporation Act, including but not limited to the sale of yachts.

ARTICLE IV

The corporation is authorized to issue Five Hundred (500) shares of capital stock at the par value of \$1.00 each.

ARTICLE V

The street address of the initial principal office of the corporation is 1650 S.E. 17th Street, Suite 101, Fort Lauderdale, Florida 33316, and the name and address of the initial registered agent of the corporation is Charles H. MacMahon at the same address.

ARTICLE VI

The corporation shall have initially three directors. The number of directors may be either increased or decreased from time to time as determined by the By-Laws.

The name and address of the initial directors of the corporation are:

C. WAYNE HELMS	1650 S.E. 17th Street, Suite 101 Fort Lauderdale, Florida 33316
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CYNTHIA L. KELLY	1650 S.E. 17th Street, Suite 101 Fort Lauderdale, Florida 33316
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ARTICLES OF INCORPORATION

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RE: HELMS KELLY MACMAHON YACHTS, INC.

CHARLES H. MacMAHON	1650 S.E. 17th Street, Suite 101 Fort Lauderdale, Florida 33316
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ARTICLE VII

The name and address of the persons signing these Articles are:

C. WAYNE HELMS	1650 S.E. 17th Street, Suite 101 Fort Lauderdale, Florida 33316
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CYNTHIA L. KELLY	1650 S.E. 17th Street, Suite 101 Fort Lauderdale, Florida 33316
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CHARLES H. MacMAHON	1650 S.E. 17th Street, Suite 101 Fort Lauderdale, Florida 33316
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ARTICLE VIII

The By-Laws of the corporation may be adopted, altered, amended or repealed by either the Board of Directors or the shareholders. Any By-Law adopted by the shareholders may provide that one or more provisions thereof shall not be altered, amended or repealed by the Board of Directors, in which case such provisions may be amended, altered or repealed only by the shareholders.

ARTICLES IV

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

ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLES OF INCORPORATION


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RE: HELMS KELLY MACMAHON YACHTS, INC.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12 day of MAY, 1997.


C. WAYNE HELMS
Subscriber


CYNTHIA L. KELLY
Subscriber


CHARLES H. MacMAHON
Subscriber and Registered Agent

ARTICLES OF INCORPORATION

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RE: HELMS KELLY MACMAHON YACHTS, INC.

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DESIGNATION OF REGISTERED AGENT

I hereby accept the designation of registered agent for services of process upon HELMS, KELLY MACMAHON YACHTS, INC., a corporation within the State of Florida, in accordance with Section 48.091, Florida Statutes.

DATED this 12 day of May, 1997.


CHARLES H. MacMAHON