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SULLIVAN & SKRIVAN

ATTORNEYS AT LAW

Chase Federal Building, Suite 200

800 Laurel Oak Drive

Naples, Florida 34108

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOHN L. SULLIVAN, JR.
MASTER OF LAWS IN TAXATION
FLORIDA BAR BOARD CERTIFIED
IN WILLS, TRUSTS & ESTATES
KENT A. SKRIVAN
MASTER OF LAWS IN TAXATION

FILED

97 JUN 19 AM 11:32

(941) 597-4500

TELECOPIER (941) 597-5523

June 16, 1997

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of YOSHIE, LTD.

LIMITED, INC.

600002216726--0

-06/19/97--01009--008

*****70.00 *****70.00

Dear Sirs:

Enclosed please find the Articles of Incorporation for YOSHIE, LTD. for filing with your office.

Please forward a time stamped copy to our office after the Articles have been filed. We have enclosed an extra copy for your use in that regard. We are not requesting a certified copy at this time.

We enclose our firm's check in the amount of \$70.00 to cover your fees in this matter.

Thank you for your cooperation. If you have any questions or comments, please do not hesitate to contact me.

Sincerely,

Kent A. Skrivan

KAS\tp
encl.

Kent Skrivan
REGISTRATION BY PHONE TO
LIVING
CORP NAME
DO NOT SIGN
6/19/97

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

YOSHIE LIMITED, INC.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is YOSHIE LIMITED, INC.

ARTICLE II

PRINCIPAL OFFICE; MAILING ADDRESS

The address of the principal office of the Corporation is 924 S.E. 20th Place, Cape Coral, Florida 33990.

The mailing address of the Corporation is 924 S.E. 20th Place, Cape Coral, Florida 33990.

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized to engage in the business of houseboat rentals and for all other lawful purposes allowed a Florida corporation.

ARTICLE IV

DURATION

The Corporation shall have a perpetual existence commencing from the date of filing these Articles of Incorporation.

ARTICLE V

DIRECTORS

The method by which Directors of the Corporation shall be elected is set forth in the ByLaws. The initial Board of Directors

shall consist of two members. The names and addresses of the initial Directors are:

Donald L. Davenport
924 S.E. 20th Place
Cape Coral, Florida 33990

and

Yoshie Davenport
924 S.E. 20th Place
Cape Coral, Florida 33990

ARTICLE VI

CAPITAL STOCK

The Corporation is authorized to issue 7,500 shares of One Dollar Par value Common Stock.

ARTICLE VII

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent for the Corporation is Donald L. Davenport. The address of the registered agent is 924 S.E. 20th Place, Cape Coral, Florida 33990.

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator is as follows:

Donald L. Davenport
924 S.E. 20th Place
Cape Coral, Florida 33990

IN WITNESS WHEREOF, the incorporator, Donald L. Davenport, has signed these Articles of Incorporation for the purpose of forming the Corporation under the laws of the State of Florida, this 12th day of June, 1997.



Donald L. Davenport

STATE OF FLORIDA
COUNTY OF COLLIER

The attached or foregoing instrument was acknowledged before me this 13 day of JUNE, 1997, by DONALD L. DAVENPORT, who is personally known to me or who produced a driver's license as identification and who did take an oath.

Kent A. Skrivan
NOTARY PUBLIC
COMMISSION EXPIRATION:



KENT A SKRIVAN
My Commission GC325627
Expires Oct. 24, 1997
Bonded by HAI
800-422-1555


CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT AND OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida.

1. The name of the Corporation is YOSHIE LIMITED, INC.
2. The name and address of the registered agent and registered office of the Corporation is:

Donald L. Davenport
924 S.E. 20th Place
Cape Coral, Florida 33990

Signed this 13TH day of June, 1997,

By:  L.S.
Donald L. Davenport, Incorporator

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REGISTERED AGENT ACCEPTANCE 97 JUN 19 AM 11:33

Having been named as Registered Agent and to accept service for the above stated Corporation at the place designated in the 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 I am familiar with and accept the obligations of my position as Registered Agent.

Date: June 13, 1997

Donald L. Davenport L.S.
Donald L. Davenport