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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MIAMI BOATS, INC.

AUDIT NUMBER.....H97000012171

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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7/25/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 25, 1997

EMPIRE

SUBJECT: MIAMI BOATS CORPORATION  
REF: W97000017194

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.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

MIAMI BOATS CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is MIAMI BOATS CORPORATION, located at 1950 NE 135 STREET, NORTH MIAMI, FLORIDA 33181.

**ARTICLE II  
INITIAL REGISTERED OFFICE**

The Initial Registered Office of this Corporation in the State of Florida shall be: 28 W. Flagler Street, Suite 500, Miami, FL 33176.

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

Prepared By:  
Francis X. Santana, Esq.  
28 W. Flagler St., Suite 500  
Miami, Florida 33130  
FL Bar No. 270970  
(305)374-1234

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**ARTICLE III  
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV  
NATURE OF BUSINESS AND POWERS**

The Corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida.

**ARTICLE V  
CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 100. Such shares shall be Common Stock of a single class and shall have \$1.00 per value.

**ARTICLE VI  
RIGHT OF TRANSFERABILITY**

The shareholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Shareholder.

**ARTICLE VII  
DIRECTORS**

The number of Directors may be altered from time to time by By-Laws adopted by the Shareholders. However, the Corporation shall have no less than one (1) Director at any time. The name and address of each person who is to serve as a member of the Initial

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Board of Directors is:

JON GINSBURG                      1950 NE 135 STREET, NORTH MIAMI, FL 33181

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his successor is elected and qualified or appointed, or until his earlier resignation, removal from office, or death, which occurs first.

**ARTICLE VIII  
INCORPORATOR**

The name and address of each incorporator to these Articles of Incorporation is: Francis X. Santana, Esq., 28 W. Flagler Street, Suite 500, Miami, Florida 33130.

**ARTICLE IX  
OFFICERS OF THE CORPORATION**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

JON GINSBURG                      PRESIDENT / SECRETARY  
1950 NE 135 STREET, NORTH MIAMI, FL 33181

**ARTICLE X  
AMENDMENT OF BY-LAWS**

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

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ARTICLE XI  
AMENDMENT TO ARTICLES OF INCORPORATION

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 XII  
MEETING

The Corporation may hold its meetings of Stockholders and/or Directors, either within or without the State of Florida.

IN WITNESS WHEREOF, the undersigned, as Incorporator(s), has/have executed the foregoing Articles of Incorporation on the 24 day of July, 1997.

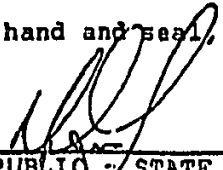
  
Francis X. Santana, Incorporator

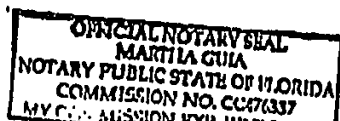
STATE OF FLORIDA     )  
                              :     98  
COUNTY OF DADE     )

BEFORE ME, the undersigned authority, personally appeared Francis X. Santana, to me well known to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he personally appeared before me at the time of notarization, and is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have set my hand and seal, this 21 day of July, 1997.

My Commission Expires:

  
NOTARY PUBLIC - STATE OF FLORIDA



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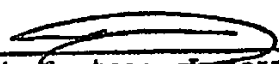
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

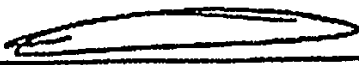
That MIAMI BOATS CORPORATION, desiring to organize under the Laws of the State of Florida, with its principal office located at 1950 NE 135 STREET, NORTH MIAMI, FLORIDA 33181, has named: FRANCIS X. SANTANA, ESQ., located at 28 W. Flagler Street, Suite 500, Miami, Florida 33130, as its Agent to accept Service of Process within this State.

FILED  
97 JUL 25 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
Francis X. Santana, Incorporator  
DATE: \_\_\_\_\_

**ACKNOWLEDGMENT**

Having been made to accept Service of Process for the abovenamed Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.

  
Francis X. Santana, Esq., Reg. Agent

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