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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: NAUTICO NATION, INC.

AUDIT NUMBER.....H97000012562

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

H 97000012562

OF

NAUTICO NATION, INC.

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following Charter:

ARTICLE I

The name of the corporation shall be:

NAUTICO NATION, INC.

ARTICLE II

The general nature of the business to be transacted shall be purchase, sales and repair of used boats and otherwise engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III

The capital stock of this corporation shall consist of 1000 shares of common stock of \$1 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation the holders of the stock shall be entitled to distribution ratable as their holdings may appear upon the stock record of the corporation.

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GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

FL. BAR NO.: 694-290

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ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The business and property of this corporation shall be managed by a Board of Directors consisting of (1) or more members, as may be provided By-laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of this Certificate, the By-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

MITCHELL SHMALO President
3011 Royal Palm Ave
MIAMI Beach, FL. 33140

ARTICLE VII

The Registered Agent for the purpose of complying with Florida law shall be Mitchell Shmalo and the registered agent's office of this corporation shall be Mitchell Shmalo, 3011 Royal Palm Ave, Miami Beach, Florida 33140.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors of this corporation branch shall be 3011 Royal Palm Ave, Miami Beach, Fl 33140 offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign

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countries as may from time to time be authorized by the stockholders or Board of Directors of this Corporation. The books and records shall be available to shareholders during business hours.

ARTICLE IX

The name and post office address of the Subscribers of this Certificate of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscriber of this Certificate of Incorporation are as follows:

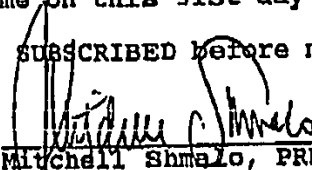
NAME	ADDRESS	NO. OF SHARES
Mitchell Shmalo	3111 Royal Palm Ave MIAMI Beach, FL 33140	500
George Goldstein	3901 S.OCEAN DR. #12E Hollywood, Fla 33019-3008	500

ARTICLE X

The regulations of the conduct of the affairs of this corporation, the issuance of certificate of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned Subscribers have hereunto set their hands and seals in the County of Dade, State of Florida, before me on this 31st day of July, 1997.

SWORN TO AND SUBSCRIBED before me on this 31st day of July, 1997.



Mitchell Shmalo, PRESIDENT (SEAL)
Identification FLA DRIVERS 8540-556-51-349-0
LICENSE #
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Mitchell Shmalo personally known to be


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TOTAL P.05

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the person who executed the foregoing Certificate of Incorporation of Nautico Nation, INC., and she acknowledged before me that they have executed the same for the purpose therein set forth.

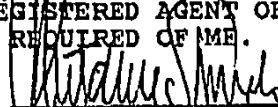
SWORN TO AND SUBSCRIBED before me on this 12 day of July, 1997.


Notary Public, State of Florida

MY COMMISSION EXPIRES:

July 21, 1999 Atlantic Bonding Company

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION AND I AM FAMILIAR WITH THE DUTIES REQUIRED OF ME.


Mitchell Shmalo

Prepared by:

GERALD T. ENGEL, ESQ.
901 N. W. 22ND AVENUE
MIAMI, FL 33125
(305) 649-7344

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