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SHAPO, FREEDMAN & FLETCHER, P.A.

FIRST UNION FINANCIAL CENTER  
SUITE 4750  
200 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
TELEPHONE (305) 358-4440

HOWARD ALLEN COHEN

August 14, 1997

VIA FEDERAL EXPRESS

Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

100002276031--7  
-08/25/97--01079--008  
\*\*\*\*131.25 \*\*\*\*122.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
97 AUG 15 AM 3:00  
FEDERAL EXPRESS  
RECEIVED

Re: REEL DEAL YACHTS, INC.

Dear Sir or Madam:

Enclosed for filing are the following documents:

- Articles of Dissolution of Reel Deal Yachts, Inc., executed by Randy A. Edwards, the president and chairman of that company as it now exists, together with the check of Reel Deal, Inc., payable to Florida Secretary of State in the sum of \$96.25 to pay for both the filing of the dissolution, and issuance of a certificate of status and a certified copy of the Articles of Dissolution.
- Affidavit of Consent to Filing of Articles of Incorporation of Reel Deal Yachts, Inc., which has been executed by Mr. Edwards as chairman and president of the corporation being dissolved.
- Articles of Incorporation of Reel Deal Yachts, Inc., which are being filed pursuant to the consent given to our client by Mr. Edwards in the document described in Paragraph 2 above, together with the check of Reel Deal, Inc., payable to your office in the sum of \$131.25 to pay for both the filing of the new Articles, and issuance of a certificate of status and a certified copy of the Articles of Incorporation.

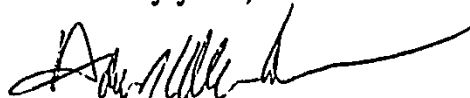
Please return the certificates of status and certified copies to us; a self-addressed, stamped envelope is provided for your convenience.

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DIVISION OF CORPORATIONS  
13125

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

Sincerely yours,



HOWARD ALLEN COHEN

HAC:gg  
Enclosures

cc: Mr. Marcos Morjain  
Mr. Paul Gilner  
Ronald A. Shapo, Esq.

**AFFIDAVIT OF CONSENT  
TO FILING OF ARTICLES OF INCORPORATION OF  
REEL DEAL YACHTS, INC.**

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

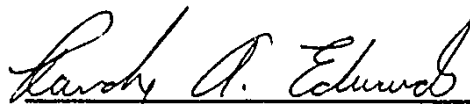
STATE OF FLORIDA    )  
                                  ) SS.:  
COUNTY OF DADE    )

BEFORE ME, the undersigned authority, personally appeared **RANDY A. EDWARDS** ("Affiant"), who, upon being duly cautioned and sworn, deposes and states as follows:

1. Until its dissolution pursuant to Articles of Dissolution dated the same day as this Affidavit, I was the Chairman, sole director, president, and sole stockholder of REEL DEAL YACHTS, INC., a Florida corporation.


2. Affiant, in his corporate capacities stated in Paragraph 1 of this Affidavit, has executed Articles of Dissolution for Reel Deal Yachts, Inc., and does hereby authorize Howard Allen Cohen, Esq., of Shapo, Freedman & Fletcher, P.A., to file same with the Florida Secretary of State.

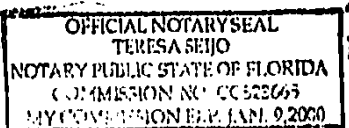
3. Affiant, as chairman of the dissolving Reel Deal Yachts, Inc., consents to Howard Allen Cohen, Esq., of Shapo, Freedman & Fletcher, P.A. filing articles of incorporation on behalf of another principal using the corporate name of "*Reel Deal Yachts, Inc.*," which corporation shall be unrelated to the corporation of the same name that I am today dissolving.

  
\_\_\_\_\_  
RANDY A. EDWARDS, Chairman &  
President, Reel Deal Yachts, Inc.

THE FOREGOING INSTRUMENT was acknowledged before me this 22 day of July, 1997, by **RANDY A. EDWARDS**, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

My commission expires:

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida  
at Large



# ARTICLES OF INCORPORATION

OF

## REEL DEAL YACHTS, INC.

I, the undersigned, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

### ARTICLE 1. NAME

The name of this corporation shall be:

Reel Deal Yachts, Inc.

### ARTICLE 2. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing of these Articles with the Florida Secretary of State.

### ARTICLE 3. AUTHORITY

This corporation shall have the authority to engage in any activity or business permitted under the laws of the United States and of the State of Florida and any other jurisdiction wherein it may conduct business.

### ARTICLE 4. CAPITAL STOCK

This corporation shall have the authority to issue the following shares of par value common capital stock:

Number of Shares	1,000
Par Value Each	\$0.10

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TALLAHASSEE, FLORIDA

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, or any combination of the foregoing or such other consideration allowable by law.

Each share of common stock of this corporation shall entitle the holder thereof to one vote upon each proposal presented at lawful meetings of the stockholders. No holder of common stock of this corporation shall be entitled to any right of cumulative voting.

#### **ARTICLE 5. INITIAL ADDRESS**

The initial street and mailing address of the principal office of this corporation in the State of Florida shall be:

1855 N.E. 123 Street  
North Miami, Florida 33181

The Board of Directors may, from time to time, move the principal office to any other address to which it seems pertinent in the interest of the corporation, either within or without the State of Florida.

#### **ARTICLE 6. REGISTERED AGENT & OFFICE**

This corporation's initial registered agent and the address of this corporation's initial registered office shall be:

SOUTH FLORIDA RESIDENT AGENTS, INC.  
4750 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131

The Board of Directors may, from time to time, move the registered office to any other address to which it seems pertinent in the interest of the corporation within the State of Florida.

**ARTICLE 7.  
DIRECTORS**

This corporation shall have one (1) director initially. The stockholders may, from time to time and at any time, raise or lower the number of directors of this corporation by so providing in the Bylaws of the corporation or by amending the Bylaws of the corporation, provided that there shall always be at least one director, and said director need not be a citizen of the United States of America.

**ARTICLE 8.  
INITIAL DIRECTOR**

The name and street address of the first director shall be as follows:

Marcos Morjain  
1855 N.E. 123 Street  
North Miami, Florida 33181

The initial director shall hold office until the first annual meeting of the shareholders or until his successor shall be duly elected or appointed and qualified.

**ARTICLE 9.  
SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

HOWARD ALLEN COHEN, ESQ.  
Shapo, Freedman & Fletcher, P.A.  
200 South Biscayne Boulevard, Suite 4750  
Miami, FL. 33131

**ARTICLE 10.  
NO PREEMPTIVE RIGHTS**

No holder of stock of any class of this corporation (or any subscriber) shall be entitled as of right, merely because he is a shareholder, to purchase any part of the unissued stock of the corporation of any class, or of any additional stock of any class to be issued by reason of any increase in the authorized capital stock of the corporation, or of bonds, certificates of indebtedness, debentures or other securities convertible into or carrying the right

to purchase stock of the corporation; but any such unissued stock of any class, or such additional authorized issue of new stock or of securities convertible into or carrying the right to purchase stock may be issued and disposed of by the Board of Directors to such person, firms, corporation or associations, and upon such terms as the Board of Directors may, in its absolute discretion, determine, without offering to the stockholders then of record, of any class, any thereof, on the same terms or on any terms, with all preemptive or preferential right of purchase of every kind, if any, being waived by each and every stockholder.

#### ARTICLE 11. MISCELLANEOUS

a. The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter or repeal by Bylaw adopted by the stockholders, and the directors may not adopt Bylaws that would be in conflict with the Bylaws adopted by the stockholders.

b. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director in person at any meeting of the Board of Directors, shall conclusively be deemed to have received proper notice of such meeting unless he shall make objections at such meeting to any defect or insufficiency of notice. Members of the Board of Directors shall be deemed present at a meeting of such Board of Directors if a conference telephone or similar communication equipment is used by means of which all persons participating in the meeting can hear each other.

c. Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorneys' fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceeding to have been derelict in the performance of this duty as such officer or director.

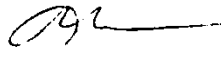
I, THE UNDERSIGNED, being the Subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, hereunto set my hand and seal this 12<sup>th</sup> day of August, 1997.

  
Howard Allen Cohen

**ACCEPTANCE BY REGISTERED AGENT**

I, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity, and I am familiar with, and accept, the obligations of this position and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SOUTH FLORIDA RESIDENT  
AGENTS, INC., a Florida corporation

By:   
Name: DAVID A. FREEDMAN

Title: Vice President

Date: August 12, 1997

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97 AUG 15 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA