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R. W. WELLBAUM, JR.
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*ALSO ADMITTED IN ILLINOIS

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October 20, 1997

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

Re: YACHT MANAGEMENT OF SOUTHWEST FLORIDA, INC.

Dear Ladies and Gentlemen:

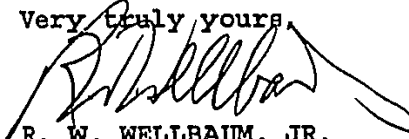
Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced matter.

Please file the Articles of Incorporation with the State and return a certified copy of same to my office.

Also enclosed is a check in the amount of \$122.50 for costs of filing.

Should you have any questions, please contact my office.

Very truly yours,


R. W. WELLBAUM, JR.

RWW/jsb

Enclosures

FILED
97 OCT 22 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T-11-10/24/97

ARTICLES OF INCORPORATION
OF
YACHT MANAGEMENT OF SOUTHWEST FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is: YACHT MANAGEMENT OF SOUTHWEST FLORIDA, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

The purpose of this corporation shall be boat and yacht management and any lawful business not prohibited by the laws of the State of Florida or the United States of America.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of one (\$1.00) dollar par value common stock.

Article V - Preemptive Rights

There shall be no preemptive rights.

Article VI - Initial Registered Office and Agent

The street address and the mailing address of the initial registered office and the principal office of this corporation is 1130 Larchmont Drive, Englewood, Florida, and the name of the initial registered agent of this corporation at that address is Daniel P. Greenaway.

Article VII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time

to time by the By-laws, but shall never be less than one.

The names and addresses of the directors of this corporation are:

DANIEL P. GREENAWAY
1130 Larchmont Drive
Englewood, Florida 34223

ELLEN I. GREENAWAY
1130 Larchmont Drive
Englewood, Florida 34223

Article VIII - Incorporators

DANIEL P. GREENAWAY
1130 Larchmont Drive
Englewood, Florida 34223

Article IX - By-Laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors, and the Shareholders.

Article X - Indemnification

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

Article XI - Amendment

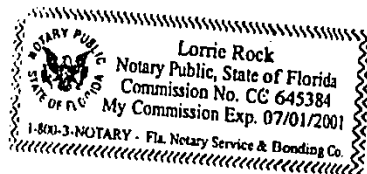
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of Incorporation, this 17th day of October, 1997.


DANIEL P. GREENAWAY

STATE OF FLORIDA)
) SS:
COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this
17th day of October, 1997, by DANIEL P. GREENAWAY
[] who is personally known to me; or
[x] who has provided FL driver's license as identification.



Lorrie Rock
Signature of Notary
State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48-091, Florida Statutes, the following is submitted, in compliance with said Act:

That YACHT MANAGEMENT OF SOUTHWEST FLORIDA, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the town of Englewood, State of Florida, has named DANIEL P. GREENAWAY, 1130 Larchmont Drive, Englewood, Florida as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


DANIEL P. GREENAWAY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA