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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: ~~MAG & MAG ENTERPRISES, INC.~~
MACPHEE MARINE GROUP, INC.

AUDIT NUMBER.....H97000019197

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

CERT. OF STATUS...1

PAGES..... 2

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: MAC & MAC ENTERPRISES, INC.
REF: W97000026080

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE NAME CONFLICT IS MAC & MAC ENTERPRISES, INC. FILED ON 6/30/97

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Neysa Culligan
Document Specialist

FAX Aud. #: H97000019197
Letter Number: 697A00055321

ARTICLES OF INCORPORATION OF

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: NAME

The name of the Corporation is MACPHEE MARINE GROUP, INC.
1 River Plaza #350641
Fort Lauderdale FL 33335

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TALLAHASSEE, FLORIDA

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ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida. The purpose is for Yacht Management.

ARTICLE IV: SUBCHAPTER S CORPORATION

The corporation elects to be organized as a Subchapter S Corporation in accordance with Internal Revenue Service designation.

ARTICLE V: CAPITAL STOCK

The total number of shares of capital stock authorized by the Corporation will be One Thousand (1000) shares having a par value of one dollar (\$100) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent and office of the Corporation will be Sean A Johnson #9 SW 13th Street Fort Lauderdale, FL 33316, from time to time the Corporation may move the principal office to any other address.

Prepared by:
Pack Johnson Financial Management, Inc.
One River Plaza Box 350641
Fort Lauderdale, FL 33335-0641
(954) 764-0404

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation will have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of the persons who is to serve as a member of the initial Board of Directors is: Scott MacPhee PO Box 350641 Fort Lauderdale FL 33335.

President/Vice President: Scott MacPhee PO Box 350641 Fort Lauderdale FL 33335.

ARTICLE VIII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Sean A Johnson #9 SW 13th Street Fort Lauderdale Florida 33316

ARTICLE IX: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendments(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 18 day of November, 1997.



INCORPORATOR

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

MACPHEE MARINE GROUP, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation has named Sean A Johnson as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as registered agent of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.



REGISTERED AGENT

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