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ACCOUNT NO. : 072100000032

REFERENCE : 609549 7140103

AUTHORIZATION : Patricia Kyzeth

COST LIMIT : \$ ~~40.00~~ 122.50

RECEIVED
NOV 21 PM 2:45
DIVISION OF CORPORATION

ORDER DATE : November 21, 1997

ORDER TIME : 1:18 PM

ORDER NO. : 609549-005

CUSTOMER NO: 7140103

CUSTOMER: Mr. Mark T. Ocepek
OMNIAMERICA GROUP

000002354710--2

West Tower, 8th Floor, #40
777 S. Flagler Drive
West Palm Beach, FL 33401

DOMESTIC FILING

NAME: PALM BEACH YACHT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

~~XXX~~ CERTIFIED COPY
~~BB~~ PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Dmc 11/21/97

FILED
97 NOV 21 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PALM BEACH YACHT GROUP, INC.**

FILED
97 NOV 21 PM 4:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is **PALM BEACH YACHT GROUP, INC.**

Article II - Duration

This corporation shall have perpetual duration commencing on the date of filing these Articles with the State of Florida.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7, 500 shares of **ONE DOLLAR** (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is 120 Beverly Road, West Palm Beach, Florida 33405

Article VII - Initial Registered Office and Agent

The street address of the initial registered agent is PAUL OCEPEK and his address is 120 Beverly Road, West Palm Beach, Florida 33405

Article VIII - Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The names and addresses of the initial directors of this corporation is:

PAUL T. OCEPEK
120 Beverly Road
West Palm Beach, Florida 33405

GREGORY ALBRITTON
176 Lake Drive
Palm Beach Shores, Florida 33404

Article IX - Incorporator

The name and address of the person signing these Articles is PAUL OCEPEK, 120 Beverly Road, West Palm Beach, Florida 33405

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 - By-Laws

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

Article XII - 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.

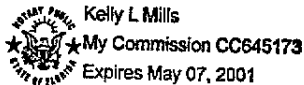
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of November, 1997.

Paul T. Ocepek
PAUL T. OCEPEK

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this NOV day of 19, 1997, by PAUL T. OCEPEK who is personally known to me or has shown FL Drivers Lic. as 0212-098-68-409-0 identification.

Kelly L. Mills
Signature of Person Taking Acknowledgment



Kelly L. Mills
Name typed, printed or stamped
Title or Rank: _____
Serial Number: _____

Acceptance of Designation

The undersigned, PAUL T. OCEPEK, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

Paul T. Ocepek
PAUL T. OCEPEK