CT CORPORATION SYSTEM	100	
660 EAST JEFFERSON STREET	C	
Requestor's Name TALLAHASSEE, FL 32301		4000023567346 -11/25/9701045024
Address	-1092	******70.80 *****70.00
City State Zip	Phone	
CORPORATION	I(S) NAME	4000023567346 -11/25/9701045025 *****52.50 ******52.50
Sea Dog N	lotor Yacht, INC.	
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ARTICLES OF INCORPORATION

OF

SEA DOG MOTOR YACHT, INC.

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- SECRETARY OF STATE TALLAHASSEE, FLORIDA

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: SEA DOG MOTOR YACHT, INC.

SECOND: The street address of the initial principal office and mailing address of the corporation is 701 U.S. Highway One, Suite 402, North Palm Beach, FL 33408.

THIRD: The number of shares the corporation is authorized to issue is TWO HUNDRED (200), par value of \$1.00 per share.

FOURTH: The name and street address of the initial registered agent of the corporation is:

John W. Gary, III 701 U.S. Highway One, Suite 402
North Palm Beach, FL 33408

FIFTH: The number of directors constituting the initial board of directors of the corporation is One (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name:

Address:

John W. Magee

701 U.S. Highway One, Suite 402 North Palm Beach, FL 33408

SIXTH: The name and address of each incorporator is:

Name:

<u>Address</u>:

Kevin A. Carey

701 U.S. Highway One, Suite 402 North Palm Beach, FL 33408

IN WITNESS WHEREOF, the undersigned, being the original

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incorporator to the capital stock herein, has made and subscribed these Articles of Incorporation this _______ day of _______, 1997.

Signed, sealed and/delivered in the presence of:

Print Witness Name: Medyl Goldberg

Print Witness Name: Flana Kilian

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Kevin A. Carey, to me personally known or who provided for provided as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 20 day of November, 1997.

FileEN SIMON
Notary Public, State of New York
No. 01SI4785913
Qualified in Queens County
Commission Expires June 30, 1998

Notáry Public

My Commission Expires:

Commission No.:

ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and hereby state that I am familiar with and accept the duties and responsibilities as registered agent for this corporation and agree to comply with the provisions of Section 607.0505 of the Florida Statutes.

John W. Gary, III, Registered Agent

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STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared John W. Gary, III, to me personally known or who provided as identification and who executed the foregoing, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 2/4 day of November, 1997.

Notary Public

My Commission Expires:

Commission No.

OFFICIAL NOTARY SEAL FRANCES SUE HUDSON NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC491243 MY COMMISSION EXP. AUG. 26,1999

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SECRETARY OF STATE
TALL AHASSE F STATE

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