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NAME: AXIS GROUP YACHT DESIGN, INC.

AUDIT NUMBER.....H97000019888

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

CERT. OF STATUS..0

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STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AXIS GROUP YACHT DESIGN, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

AXIS GROUP YACHT DESIGN, INC.

ARTICLE II

Nature of business

The corporation is initially organized for the general purpose of transacting any or all lawful business for which corporations may be incorporated pursuant to Chapter 607, Fla. Stat.

ARTICLE III

Shares

The maximum number of shares that the corporation is authorized to have outstanding shall be 1000 shares of common, \$1.00 par value voting stock, all of one class.

ARTICLE IV

Section 1244 Stock

The incorporator, Subscribers and Directors of the corporation intend that all stock shall be issued pursuant to Section 1244 of the Internal Revenue Code of 1954, as amended.

Harry D. Polatsek, Esq.  
2455 E. Sunrise Blvd., Ste. 1216  
Ft. Lauderdale, FL 33304  
Telephone #: 954-566-0377  
Florida Bar #: 230960

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ARTICLE V

Unissued or Treasury shares

Each shareholder of the corporation shall enjoy the preemptive right to acquire a proportionate share of any unissued or treasury shares to be sold by the corporation on the same terms as such shares would be sold to non-shareholders. The number of shares that each shareholder shall be entitled to purchase shall be determined by multiplying the number of shares of unissued or treasury stock to be sold by a fraction which has as its numerator the number of shares owned by the purchasing shareholder, and which has its denominator the total number of issued and outstanding shares of the corporation owned by all shareholders before the contemplated sale. In the event that any shareholder chooses to purchase less than all the shares to which he is entitled to purchase, the remaining shares shall first be offered to the remaining shareholders of the corporation. In the event that the calculations set out above result in a shareholder being entitled to purchase a fraction of a share, the corporation shall issue such fractional share. Unissued or treasury shares may be offered to a non-shareholder of the corporation only after all the existing shareholders have refused to purchase the shares offered.

ARTICLE VI

Initial Registered Office and Registered Agent

The Street address of the initial registered office of the corporation is: 1000 PARKVIEW DRIVE, SUITE 117, HALLANDALE, FL 33009 and the name of the initial registered agent of the corporation is GISELLA MACCHIAROLI.

ARTICLE VII

Directors

The corporation shall have one director initially. The number of directors may be changed from time to time according to the By-Laws of the corporation, but the number shall never be more than five. The names and addresses of the initial directors are:

GISELLA MACCHIAROLI  
1000 PARKVIEW DRIVE SUITE 117  
HALLANDALE FL 33009

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ARTICLE VIII

Incorporation

The name and address of the person signing these articles of incorporation is:

GISELLA MACCHIAROLI  
1000 PARKVIEW DRIVE SUITE 117  
HALLANDALE FL 33009

ARTICLE IX

Duration of corporation

The duration of the corporation shall be perpetual.

ARTICLE X

Corporation's principal office

The initial principal office of this corporation shall be:

1000 PARKVIEW DRIVE, SUITE 117  
HALLANDALE FL 33009

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation of AXIS GROUP YACHT DESIGN, INC. on this 2ND day of DECEMBER, 1997.

X Gisella Macchiaroli  
GISELLA MACCHIAROLI

STATE OF FLORIDA :  
COUNTY OF BROWARD : ss.:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared GISELLA MACCHIAROLI OF AXIS GROUP YACHT DESIGN, INC. to me known to be the person described in and who acknowledged before me that he executed the foregoing instrument.

WITNESS my hand and official seal in the County and State last aforesaid on this 2ND day of DECEMBER, 1997.

Franklin A. Blanco

NOTARY PUBLIC  
State of Florida.

H97000019888



H97000019888 CERTIFICATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OF  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING UPON  
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act;

That AXIS GROUP YACHT DESIGN, 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 City of HALLANDALE, COUNTY OF  
BROWARD and the State of Florida, has named GISELLA  
MACCHIAROLI, whose address is detailed in Article VI, as  
its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

X Gisella Macchiaroli  
GISELLA MACCHIAROLI  
Registered Agent

December 2, 1997.

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