

P97000104912

December 11th, 1997

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800002370638--7
-12/12/97--01058--001
***140.00 ***140.00

Re: Articles of Incorporation
Frank & John Yacht Refinishing Company Inc.

Dear Sir,

Enclosed please find a check of \$140.00 which will cover the fees for filling, one (1) certified copy of The Articles of Incorporation and two (2) copies of Certificate of Status of the above corporation.

Please send the document to the following address at your earliest convenience.

Should you have any question, please let us know.

Sincerely Yours,

George F. Gooding
President
Frank & John Yacht Refinishing Company Inc.
732 N.W. 30th Street
Fort Lauderdale, Florida 33311
Tel. (954) 564-6273

FILED
97 DEC 12 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signature/initials

FILED
97 DEC 12 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

FRANK & JOHN YACHT REFINISHING COMPANY, INC.

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. - CORPORATE NAME

The name of the Corporation is FRANK & JOHN YACHT REFINISHING COMPANY, INC.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon filing hereof, pursuant to F.S. Section 607.0203 (1991).

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLES IV. - CAPITALIZATION

The aggregate number of shares the Corporation is to issue is 1000. Such shares shall be of a single class and shall have a par value of ONE Dollar (\$1.00) per share.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 732 N.W. 30th Street, Fort Lauderdale, Florida 33311 and the name of its initial registered agent at such address is George F. Gooding. The principal office and mailing address of the corporation is 732 N.W. 30th Street, Fort Lauderdale, Florida 33311.

ARTICLE VI. - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the person who is to serve as a member of the initial Board of Directors is as followings:

George F. Gooding
732 N.W. 30th Street
Fort Lauderdale, Florida 33311

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ARTICLE VII. - INCORPORATORS

The name and address of the incorporator is:

George F. Gooding
732 N.W. 30th Street
Fort Lauderdale, Florida 33311

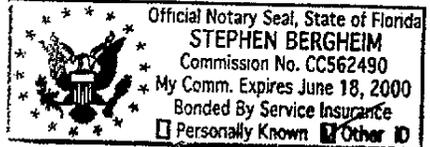
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at _____, Florida on the day of December, 1997.

George Gooding
GEORGE F. GOODING

STATE OF FLORIDA:
COUNTY OF Alameda: SS.

The foregoing instrument was acknowledged before me this day of December, 1997, GEORGE F. GOODING who is personally known to me and who did take an oath.

[Signature]



, Notary Public

My commission expires: 6 / 18 / 00

FLORIDA DRIVERS LICENSE
26352-336-62-327-0

ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

George Gooding
GEORGE F. GOODING