

Charter Number Only

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98 JAN -7 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

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****122.50 ****122.50

CORPORATION(S) NAME

Trans-Panama Yacht & Ship
Consultants, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
		<input type="checkbox"/> After 4:30
		<input type="checkbox"/> Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Certified Copy

K. Rolfe JAN 7 1998



Empire Toll Free: 1-800-432-3028

RECEIVED
98 JAN -7 AM 1:44
DIVISION OF CORPORATION

Articles Of Incorporation
of
Trans-Panama Yacht & Ship Consultants, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

Article I - Name

The name of the corporation is:

Trans-Panama Yacht & Ship Consultants, Inc.

Article II - Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

Article III - Purpose

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

The corporation is authorized to issue One Thousand shares (1,000) of One Dollar (\$ 1.00) par value Common Stock, which shall be designated "Common Shares".

Article V - Preemptive Rights Granted

Each shareholder of any class of stock of this corporation shall be titled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

Article VI - Initial Registered Office and Agent

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

Ronald E. Silvera
1904 S.W. 86 Avenue
North Lauderdale, FL 33068

The principal office or mailing address of the corporation is:

Trans-Panama Yacht & Ship Consultants, Inc.
c/o Holland
2838 University Drive
Coral Springs, FL 33065-1425

Article VII - Directors

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

Article VIII - Incorporator

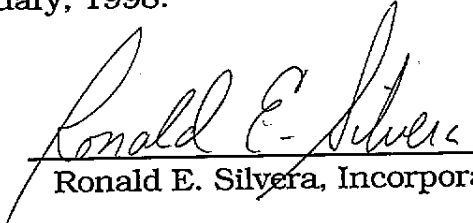
The name and address of the incorporator signing these Articles of Incorporation is as follows:

Ronald E. Silvera
1904 S.W. 86 Avenue
North Lauderdale, FL 33068

Article I - Commencement of Existence

The corporation shall be deemed to commence its existence on the date of filing of the articles of incorporation.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 2nd day of January, 1998.



Ronald E. Silvera, Incorporator

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

*CERTIFICATE OF REGISTERED AGENT
OF*

Trans-Panama Yacht & Ship Consultants, Inc.

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at

1904 S.W. 86 Avenue
North Lauderdale, FL 33068

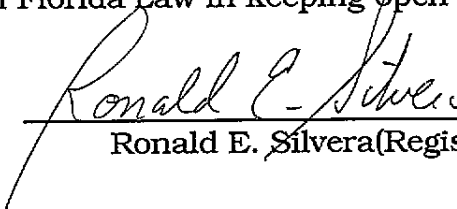
has named

Ronald E. Silvera

located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


Ronald E. Silvera(Registered Agent)

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