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JAMIE S. GOLDSTEIN  
P.O. BOX 4211  
BOCA RATON, FLORIDA 33429  
(954) 480-9100

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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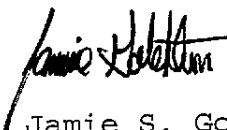
RE: GULF CUSTOM BOAT WORKS, INC.

Gentlemen:

Enclosed please find proposed Articles of Incorporation for ONE (1) new Florida Corporation, GULF CUSTOM BOAT WORKS, INC., along with payment in the amount of One Hundred Twenty Two Dollars and Fifty Cents (\$122.50).

Please place these documents in line for processing. Thank you very much.

Sincerely,



Jamie S. Goldstein

enclosures

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

GULF CUSTOM BOAT WORKS, INC.

The undersigned, for the purpose of forming a corporation under the New Jersey General Corporation Act, hereby adopts the following Articles of Incorporation:

1. NAME. The name of the Corporation is: GULF CUSTOM BOAT WORKS, INC.
2. DURATION. The period of its duration is perpetual.
3. PURPOSE. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. CAPITAL STOCK. The corporation is authorized to issue One Million (1,000,000) shares of common stock, all of one class, at NO Par Value.
5. PRINCIPAL OFFICE. The address of the principal office of the corporation is as follows:

GULF CUSTOM BOAT WORKS, INC.  
3201 South Ocean Boulevard, #801  
Highland Beach, Florida 33487

6. INITIAL REGISTERED AGENT. The name and address of the initial registered agent of the corporation is as follows:

JAMIE S. GOLDSTEIN  
3201 South Ocean Boulevard, #801  
Highland Beach, Florida 33487

7. INITIAL BOARD OF DIRECTORS. The corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1) director.

The name and address of the initial director of the corporation is:

JAMIE S. GOLDSTEIN  
3201 South Ocean Boulevard, #801  
Highland Beach, Florida 33487

8. AMENDMENT OF ARTICLES. The 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.

9. INDEMNIFICATION. To the extent permitted by law, the corporation shall indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.

10. INCORPORATOR. The name and address of the incorporator is:

JAMIE S. GOLDSTEIN  
3201 South Ocean Boulevard, #801  
Highland Beach, Florida 33487

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6 day of January, 1998.

  
\_\_\_\_\_  
INCORPORATOR

STATE OF FLORIDA )

SS

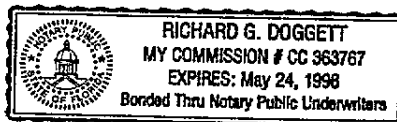
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, personally appeared JAMIE S. GOLDSTEIN, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me, that he executed the same for the purposes therein expressed.

6 IN WITNESS HEREOF, I have hereunto set my hand and seal this 6 day of January, 1998.

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:



CERTIFICATE DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

GULF CUSTOM BOAT WORKS, INC., a Florida corporation qualified to do business under the laws of this State, has appointed JAMIE S. GOLDSTEIN as its agent to accept service of process within this State at the following address:

JAMIE S. GOLDSTEIN  
3201 South Ocean Boulevard, #801  
Highland Beach, Florida 33487

Having been named to accept service of process for the above stated corporation, I hereby accept to act in this capacity, and agree to comply with the provision of the Florida statutes relative to keeping open said office.

By: \_\_\_\_\_

  
Jamie S. Goldstein

January 6, 1998

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