

P98000005456

LOUIS GIOVACHINO, ESQUIRE
55 Weston Road
Suite 303
Sunrise, Florida 33326
(954) 389-9801
Fax (954) 389-2639

January 13, 1998

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

000002403260--8
-01/16/98-01079-003
****122.50 ****122.50

Re: BOAT CRITIC, INC.

Dear Sir:

Enclosed please find Articles of Incorporation and Acceptance of Designation of Registered Agent regarding the above. I have enclosed my check in the amount of \$122.50 representing payment of your filing fees.

Please process and return to my office a recorded copy of the Articles of Incorporation

Thank you.

Very truly yours,



LOUIS GIOVACHINO
LG/ch
enclosure

FILED
98 JAN 16 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nu 1/20/98

ARTICLES OF INCORPORATION
OF
BOAT CRITIC, INC.

FILED
98 JAN 16 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation shall be: BOAT CRITIC, INC.

The principal place of business of this corporation shall be 16284 Laurel Drive, Weston, Florida 33326.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1 par value per share.

ARTICLE IV - ADDRESS

The street address of the initial registered office of the corporation shall be 55 Weston Road, Suite 303, Sunrise, Florida 33326, and the name of the initial registered agent of the corporation at that address is LOUIS GIOVACHINO.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS

This corporation shall have two directors, initially. The name and street address of the initial member of the Board of Directors are:

DAVID LOVE
16284 Laurel Drive
Weston, Florida 33326

JAMES LURIA
16070 La Costa Drive
Weston, Florida 33326

ARTICLE VII - OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

DAVID LOVE - President, Treasurer
16284 Laurel Drive
Weston, Florida 33326

JAMES LURIA - Vice President, Secretary
16070 La Costa Drive
Weston, Florida 33326

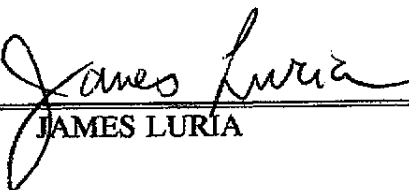
ARTICLE VIII - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

JAMES LURIA
16070 La Costa Drive
Weston, Florida 33326

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 13
day of JANUARY, 1998.

BY:


JAMES LURIA

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me by JAMES LURIA this
13 day of January 1998, producing FLA DL as identification.



NOTARY PUBLIC - STATE OF FLORIDA

My commission expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

"I am familiar with and accept the duties and responsibilities as registered agent for BOAT
CRITIC, INC.

DATED: 1/13/98


LOUIS GIOVACHINO

FILED
98 JAN 16 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA