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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 AM 9:04

Stanley M. Miller, P.A.

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January 16, 1998

Secretary of State
Corporate Records Division
Tallahassee, FL 32304

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-01/22/98--01117--002
*****70.00 *****70.00

RE: Heritage Yachts, Inc.

Dear Sirs:

Enclosed herewith please find a check to cover the following:

Filing Fee	\$35.00
Resident Agent Designation	<u>\$35.00</u>
	\$70.00

Also enclosed please find an original and one copy of the Articles of Incorporation.

Very truly yours,

Stanley M. Miller
STANLEY M. MILLER, P.A.

SMM:ker
Enclosures

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**ARTICLES OF INCORPORATION
OF**

HERITAGE YACHTS, INC.

ARTICLE I - NAME

The name of this corporation is **HERITAGE YACHTS, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **FIVE THOUSAND (5,000)** shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - CORPORATION PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation are the same and is Marker 1 Marina, 343 Causeway Blvd., Dunedin, FL 34698 and the name of the initial registered agent of this corporation at that address is Mark J. Reder.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial board of directors is three (3), whose names and addresses is are:

Ronald P. Tucker
736 Soundview Dr.
Palm Harbor, FL 34683

Mark J. Reder
22 Summit Lane
Safety Harbor, FL 34695

Dennis W. Zank
2771 Camden Road
Clearwater, FL 33759

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation are:

Ronald P. Tucker - President
736 Soundview Drive
Palm Harbor, FL 34683

Mark J. Reder - Vice President/Secretary
22 Summit Lane
Safety Harbor, FL 34695

Dennis W. Zank - Treasurer
2771 Camden Road
Clearwater, FL 34619

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Mark J. Reder
22 Summit Lane
Safety Harbor, FL 34695

ARTICLE X - INDEMNIFICATION

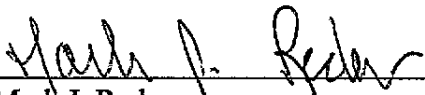
The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 1-19-98



Mark J. Reder
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mark J. Reder, known to be and known to me to be the person who executed the foregoing Article of Incorporation, and Mark J. Reder acknowledged before me that he executed the same and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, this 19th day of January, 1998.

NOTARY PUBLIC:

Sign Karen E. Robertson

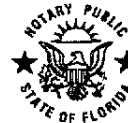
My Commission Expires:

Commission Number:

(Seal)

Personally Known or

Type of Identification Produced _____



KAREN E ROBERTSON
My Commission CC433163
Expires Jan 12, 1999
Bonded by HAI
800-422-1555

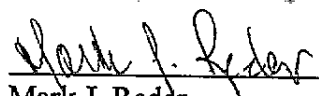
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CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that HERITAGE YACHTS, INC. desiring to organize or qualify under the laws of the State of Florida, has named Ronald P. Tucker, located at Marker 1 Marina, 343 Causeway Blvd., Dunedin, FL 34698, as its agent to accept service of process within Florida.

Dated: 1-19-98

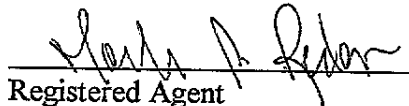


Mark J. Reder
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated: 1-19-98



Registered Agent