

THOMAS J. DOWDELL, III

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January 28, 1998

Secretary of State
Division of Corporations, The Capitol, PL-02
P. O. Box 6327
Tallahassee, FL 32399-6327

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-02/02/98--01136--007
****122.50 ****122.50

EFFECTIVE DATE

1-26-98

Re: STEVEN K. JOHNSON YACHT AND SHIP, INC.

Dear Sir:

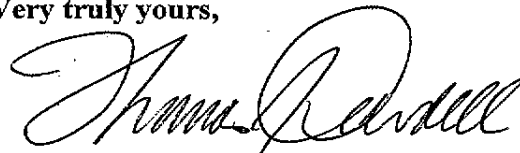
I am enclosing herewith an original and a copy of Articles of Incorporation for the referenced Corporation. In addition, enclosed is my check for \$122.50 which represents the following fees:

Filing Fee.....	\$ 35.00
Certified Copy.....	52.50
Registered Agent Fee.....	35.00

TOTAL..... \$122.50.

Please file the original of the enclosed Articles of Incorporation. Your prompt attention to this matter is greatly appreciated.

Very truly yours,



Thomas J. Dowdell, III

TJD:mpl

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 11:41

D. BROWN FEB - 3 1998

EFFECTIVE DATE
1-26-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 11:41

ARTICLES OF INCORPORATION
OF
STEVEN K. JOHNSON YACHT AND SHIP, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. NAME. The name of this corporation is STEVEN K. JOHNSON YACHT AND SHIP, INC.

2. ADDRESS OF CORPORATION. The principal office address and mailing address of the corporation is 31 Ocean Reef Drive, Suite C201, Key Largo, Florida 33037.

3. DURATION. The date corporation existence shall commence is the date of the subscription and acknowledgment of these articles. The period of its duration is perpetual.

4. PURPOSE. The purpose is to engage in any activities or businesses permitted under the laws of the United States and Florida.

5. CAPITAL STOCK. The corporation is authorized to issue 1,000 shares, all of one class, at TEN DOLLARS (\$10.00) par value.

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

Steven K. Johnson
31 Ocean Reef Drive, Suite C201
Key Largo, Florida 33037.

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

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

<u>NAME</u>	<u>ADDRESS</u>
Steven K. Johnson	31 Ocean Reef Drive, Suite C201 Key Largo, FL 33037

8. INCORPORATOR. The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Steven K. Johnson	31 Ocean Reef Drive, Suite C201 Key Largo, FL 33037

9. BYLAW AMENDMENT. The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.


10. INDEMNIFICATION. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. INFORMAL ACTION OF DIRECTORS. If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. AMENDMENT OF ARTICLES. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or an 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 this 26th day of January, 1998.


STEVEN K. JOHNSON, Incorporator


STEVEN K. JOHNSON, Resident Agent

STATE OF FLORIDA
COUNTY OF MONROE

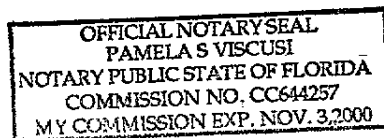
Before me the undersigned authority, personally appeared STEVEN K. JOHNSON, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged

to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of January, 1998.

Pamela S. Viscusi

NOTARY PUBLIC, State of Florida
My commission expires: November 3, 2000



STATE OF FLORIDA
COUNTY OF MONROE

Having been named as Resident Agent to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation, and I accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

Steven K. Johnson
STEVEN K. JOHNSON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -2 AM 11:41

Sworn to and subscribed to before me this 26th day of January, 1998, by STEVEN K. JOHNSON, who is personally known to me or who provided his Florida Driver's License as identification.

Pamela S. Viscusi

NOTARY PUBLIC, State of Florida
My Commission expires: November 3, 2000

