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February 28, 1998

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VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of SFM Yacht Sales, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of an Articles of Incorporation for SFM Yacht Sales, Inc. and check in the amount of \$122.50 made payable to the Secretary of State in connection with the formation of the above-referenced profit corporation pursuant to Chapter 607 of the Florida Statutes.

Please return the Certificate of Status and a filed copy of the Articles of Incorporation to the undersigned in the enclosed self-addressed, stamped envelope provided for your convenience.

Sincerely,

Steven G. Schwartz
Steven G. Schwartz

SGS/ajk
Enclosures

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SIGNED IN MY ABSENCE
TO AVOID DELAY

FILED
9 FEB 19 PM 1:29
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

CB
2-20-98

ARTICLES OF INCORPORATION
FOR
SFM YACHT SALES, INC.

FILED
98 FEB 19 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Florida corporation pursuant to Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:
SFM YACHT SALES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

600 East Atlantic Avenue
Delray Beach, Florida 33483

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at one time is:

1000 Shares Of Common Stock.

ARTICLE IV. REGISTERED AGENT

The name and address of the initial registered agent is:

Steven G. Schwartz, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Phil Austin
951 Spanish Circle
Delray Beach, Florida 33483

ARTICLE VII. DIRECTORS

All corporate powers shall be executed by or under the authority of, and the business and affairs of the corporation shall be managed by, the Board of Directors. This corporation shall have one (1) director, initially. The name and address of the initial member of the Board of Directors is:

Phil Austin
951 Spanish Circle
Delray Beach, Florida 33483

ARTICLE VIII. OFFICERS

This corporation shall have three (3) officer(s), initially. The name, address and position of the initial officers are:

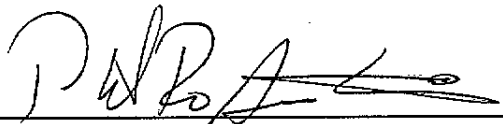
President -	Phil Austin 951 Spanish Circle Delray Beach, Florida 33483
Vice President -	Edward Kennedy 3841 Rainforest Circle Norcross, Georgia 30092

Secretary - Phil Austin
951 Spanish Circle
Delray Beach, Florida 33483

ARTICLE IX. NATURE OF BUSINESS

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

The undersigned has hereby executed these Articles of Incorporation this 18 day of February, 1998.


Phil Austin

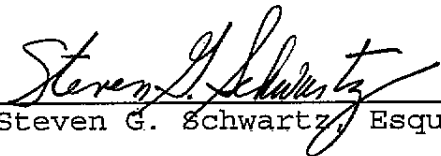
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the corporation, **SFM YACHT SALES, INC.**, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

Steven G. Schwartz, Esquire
Mattlin & McClosky
2300 Glades Road, Suite 400 East
Boca Raton, Florida 33431

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.
Dated: February 18, 1998.


Steven G. Schwartz, Esquire

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA