

P98000020677



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 727861 4327828

AUTHORIZATION :

Patricia Kyzut

COST LIMIT : \$ 122.50

ORDER DATE : March 4, 1998

ORDER TIME : 10:23 AM

ORDER NO. : 727861-005

CUSTOMER NO: 4327828

CUSTOMER: Ms. Paulette Clark
ALLEY MAASS ROGERS & LINDSAY,
P.A.
321 Royal Poinciana Pl., South
Palm Beach, FL 33480-0431

600002446776--7

DOMESTIC FILING

NAME: MANHATTEN YACHT CHARTERS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 PM 1:50

RECEIVED
98 MAR -4 AM 10:27
DIVISION OF CORPORATIONS

EFFECTIVE DATE

3/3/98

**ARTICLES OF INCORPORATION
OF
MANHATTEN YACHT CHARTERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR -4 PM 1:50

ARTICLE I - NAME

The name of this corporation is Manhattan Yacht Charters, Inc..

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

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 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office and mailing address of this corporation is 10 Pheasant Hill Road, Farmington, CT 06032.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Robb R. Maass.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Mark Hatten
10 Pheasant Hill Road
Farmington, CT 06032

ARTICLE IX - INCORPORATOR

The name and address of the sole incorporator and person signing these Articles is:

Robb R. Maass
321 Royal Poinciana Plaza
Palm Beach, FL 33480.

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 - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE XII - AMENDMENT

This 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 3rd day of March, 1998.

Robb R. Maass

Robb R. Maass

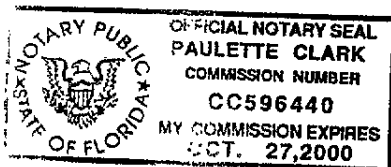
STATE OF FLORIDA)

COUNTY OF PALM BEACH)

) ss:

The foregoing was acknowledged before me this 3rd day of March, 1998, by Robb R. Maass, who is personally known to me.

Paulette Clark
Signature of Person Taking
Acknowledgment



Paulette Clark
Name typed, printed or stamped
Title or Rank: *Notary Public*
Serial Number: *CC596440*

Acceptance of Designation

The undersigned, Robb R. Maass, hereby accepts the designation of himself as registered agent for Manhattan Yacht Charters, Inc., and agrees to serve in compliance with all applicable Florida Statutes. I am familiar with and accept the obligations of my position as registered agent.



Robb R. Maass

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