

P98000027252

HOLLANDER & BARTELSTONE

A PROFESSIONAL ASSOCIATION

HOWARD J. HOLLANDER, P.A.
TED H. BARTELSTONE
LISA R. HARRIS

SUITE 3570 ONE BISCAYNE TOWER
TWO SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-1807

TELEPHONE (305) 358-4633
TELECOPIER (305) 577-8565

March 18, 1998

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

800002465198--8
-03/23/98-01094-019
****122.50 ****122.50

Re: **TRANSFORM YACHT MODIFICATIONS, INC.**

Dear Sir or Madam:

I enclose original Articles of Incorporation, Designation of Registered Office and Agent and Acceptance along with our firm check in the amount of \$122.50 representing your fee for filing and certification. Please forward a certified copy of the Articles of Incorporation to the undersigned.

Should you have any questions please do not hesitate to contact me.

Yours very truly,

HOLLANDER & BARTELSTONE, P.A.


TED H. BARTELSTONE, ESQ.

THB:lbw
Enclosures

FILED
98 MAR 23 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-3-24-98

ARTICLES OF INCORPORATION
OF
TRANSFORM YACHT MODIFICATIONS, INC.

FILED
98 MAR 23 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be:

TRANSFORM YACHT MODIFICATIONS, INC.

ARTICLE II - NATURE OF BUSINESS

The general purpose for which this corporation is organized is to transact any and all lawful business for which the corporation may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - AUTHORIZED SHARES

The corporation shall be authorized to create and issue 1,000 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

ARTICLE IV - DIRECTORS NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

STEVEN TRAN
1120 S.W. 75th Avenue
North Lauderdale, Florida 33068

ARTICLE V - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is as follows:

STEVEN TRAN
1220 S.W. 75TH Avenue
North Lauderdale, Florida 33068

ARTICLE VI - REGULATION OF BUSINESS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. In addition to other powers granted by these Articles of Incorporation and by law, the Corporation shall have power to adopt By-Laws not inconsistent with law or these Articles of Incorporation, and to change, amend and repeal the name, for the exercise and government of its affairs and property, the transfer of its records of its stock or other securities, and the calling and holding of meetings of its stockholders. In no event, however, shall the By-Laws which may be adopted, or any provision thereof,

limit in any way the powers or rights of the Corporation provided by the law and by these Articles of Incorporation.

4. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers, or otherwise.

5. The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at North Lauderdale, Florida for the uses and purposes aforesaid, this 17 day of March, 1998.


STEVEN TRAN

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 17 day of March, 1998, by **STEVEN TRAN**, who subscribed the above and foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. and who is personally known to me or who has produced FL T650780630610 as identification and who did take an oath.

NOTARY PUBLIC:

sign Mary Ethel Matson

print MARY-ETHEL MATSON
State of Florida at Large (Seal)

My Commission Expires:



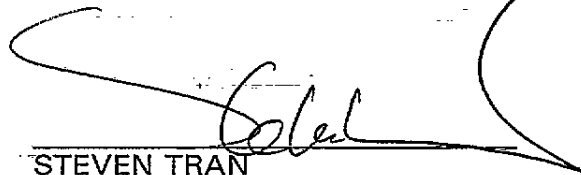
Mary Ethel Matson
MY COMMISSION # CC616177 EXPIRES
March 3, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

DESIGNATION OF REGISTERED OFFICE AND AGENT & PRINCIPAL ADDRESS

The undersigned, as director and incorporator of TRANFORM YACHT MODIFICATIONS, INC., hereby designates the registered office of the corporation as 1220 S.W. 75th Avenue, North Lauderdale, Florida 33068 and the registered agent of the corporation as follows:

STEVEN TRAN
1220 S.W. 75th Avenue
North Lauderdale, Florida 33068

3-17-98
Date

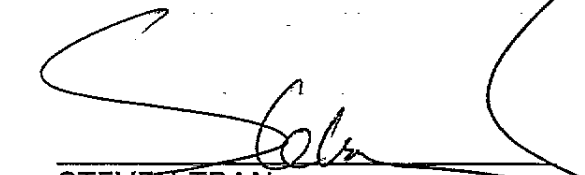

STEVEN TRAN
Director and Incorporator

FILED
98 MAR 23 PM 1:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

STEVEN TRAN, having been designated as registered agent for TRANFORM YACHT MODIFICATIONS, INC., hereby accepts the responsibilities and duties as said registered agent and agrees to perform all duties in accordance with Florida Statutes Chapters 607 and 48.

3-17-98
Date


STEVEN TRAN