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TO: DIVISION &

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BOATYARD MARKET PLACVE, ICN.

AUDIT NUMBER..... H98000006836

DOC TYPE......FLORIDA PROFIT CORPORATION OR PAR

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April 9, 1998

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SUBJECT: BOATYARD MARKET PLACE, INC.

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H98000006836

ARTICLES OF INCORPORATION

OF

BOATYARD MARKET PLACE, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BOATYARD MARKET PLACE, INC.

The principal place of business of this corporation shall be 1060 South Federal Highway, Suite A, Delray Beach, Florida 33444.

II. DURATION

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

ARTICLE III. NATURE OF BUSINESS

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

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock having a One (\$1.00) par value per share.

V. VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

Michael G. Salazar, Jr. 7000 W. Palmetto Park Rd. #300 Boca Raton, FL 33433 (561) 392-1924 Florida Bar #910996 H98000006836

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VI. PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but never less than one. The name and address of the initial directors of this corporation are:

Arne M. Soreide 1060 South Federal Highway Suite A Delray Beach, Florida 33444 Tony Infante 2072 West Vina Del Mar Blvd. St. Petersburg Beach, Florida 33706

ARTICLE VIII. ADDRESS AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1060 South Federal Highway, Suite A. Delray Beach, Florida 33444, and the name of the initial registered agent of the corporation at that address is Michael G. Salazar, Jr.

ARTICLE IX. OFFICERS

The names and address of the initial officers of the corporation who will hold office for the first year of the corporation, or until their successors are elected or appointed are:

Tony Infante: President, Vice President: 2072 West Vina Del Mar Blvd., St. Petersburg Beach, Florida 33706 33762

Arne Soreide: Secretary, Treasurer: 1060 South Federal Highway, Suite A, Delray Beach, Florida 33444

ARTICLE X. INCORPORATION

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

Arme Soreide: 1060 South Federal Highway, Suite A, Delray

Beach, FL 33444

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IN WITNESS WHEREOF the undersigned subscriber, has executed these Articles of Incorporation this 6th day of April, 1998.

ARNE M. SOREIDE, INCORPORATOR

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this OK day of April, 1998, by AFRE M. SORFIDE, who is personally known to me or who has produced Okagan Form as identification.

NOTARY PUBLIC
My Commission Expires.



MIGUEL G SALAZAR My Commission CC302740 Sapker Apr. 07, 1994 Bonded by NAI 800-422-1855

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

MICHAEL G. SALAZAR

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this day of April, 1998 by MICHAEL G. SALAZAR, JR. who is personally known to me or who has produced as identification.

Notary Public My commission expires:



STEVEN B GREENFIELD
My Commission CC54495
Expiros Apr. 22, 2000

APR-9 AM 9.

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