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FLORIDA DIVISION OF CORPORATIONS  
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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NAUTIC AND CO. AMERICA, INC.

AUDIT NUMBER.....H98000008499

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES.....3

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ARTICLES OF INCORPORATION  
OF  
NAUTIC AND CO. AMERICA, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is NAUTIC AND CO. AMERICA, INC..

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are P.O. Box 227, Key West, Florida 33041-0000.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Alison L. Goodman, P.A., 255 Alhambra Circle Suite 610, Coral Gables, Florida 33134-0000.

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation is:

Eric Menetrier  
P.O. Box 227  
Key West, Florida 33041-0000

The undersigned executed these articles of incorporation on 05 02, 1998.

  
Eric Menetrier, Incorporator

Prepared by:  
ALISON L. GOODMAN, P.A.  
255 Alhambra Circle  
Suite 610  
Coral Gables, FL 33134  
FBN 78867  
(305) 774-6429

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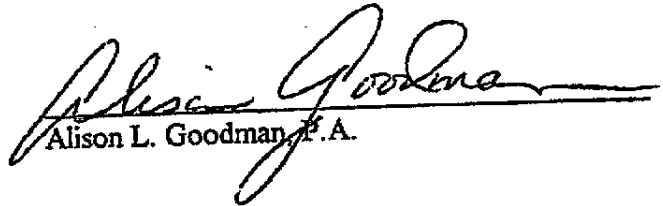
**Designation and Acceptance of Registered Agent  
for a Florida Corporation**

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is NAUTIC AND CO. AMERICA, INC..
2. The name of the registered agent is Alison L. Goodman, P.A..
3. The address of the registered agent/registered office is 255 Alhambra Circle Suite 610, Coral Gables, Florida 33134-0000.

**Acceptance**

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

  
Alison L. Goodman, P.A.

Date: 5/2, 1998.

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