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LAW OFFICE OF

O'NEAL & BOOTH, P.A.

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Fort Lauderdale, Florida 33306

954-563-4803

PATRICK O'NEAL, ESQUIRE
L. Byrd Booth, Jr. (1940-83)
John P. Seiler, Of Counsel

Fax 563-4881

May 26, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

500002537755--2
-05/27/98-01110-019
****245.00 ****122.50

RE: Coconut Grove Yacht and Brokerage, Inc.

Ladies and Gentlemen:

Enclosed please find one original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 for the filing fee. Please file and return one stamped copy to me in the envelope also enclosed.

If you should have any questions please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,



Karen Hiatt
Secretary to PATRICK O'NEAL

PO/kh

enclosure

APPROVED
AND
FILED
98 MAY 27 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK JUN 1 1998

Pompano Beach Marine Center, Inc.

June 11, 1998

Secretary of State
P. O. Box 6327
Tallahassee, Florida 32314

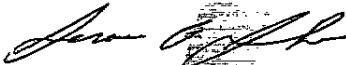
RE:Coconut Grove Yacht & Brokerage, Inc.

Dear Ms. Brock;

This is to confirm that I consent to the formation of a new corporation by the same name.

I have no intention of reinstating the corporation filed on June 10, 1996 of the same name.

Sincerely,



Jerome A. Johnson

ARTICLES OF INCORPORATION
OF
COCONUT GROVE YACHT AND BROKERAGE, INC.

ARTICLE I - NAME

The name of this corporation is:

COCONUT GROVE YACHT AND BROKERAGE, INC.

APPROVED
AND
FILED
98 MAY 27 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized pursuant to Florida Statutes 607 to engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation is:

701 South Federal Highway
Pompano Beach, FL 33062

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than one. The name and address of the initial directors are:

Jerome A. Johnson
701 South Federal Highway
Pompano Beach, FL 33062

ARTICLE VIII - INCORPORATOR


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

Jerome A. Johnson
701 South Federal Highway
Pompano Beach, FL 33062

ARTICLE IX - AMENDMENT

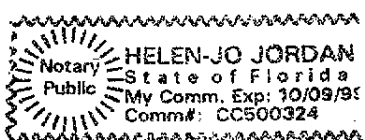
This corporation reserves the right to amend any provisions contained in these Articles of Incorporation and any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

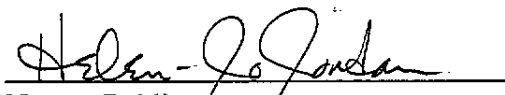
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21 day of May, 1998.


Jerome A. Johnson

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

The foregoing instrument was acknowledged before me this 21 day of May, 1998 by Jerome A. Johnson who is/are personally known to me or who has produced a Florida drivers license as identification and who did take an oath.




Notary Public
Helen-Jo Jordan
Print name of Notary

My Commission Expires:


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **COCONUT GROVE YACHT AND BROKERAGE, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Ft. Lauderdale, County of Broward, State of Florida, has named **JEROME A. JOHNSON** located at 701 South Federal Highway, Pompano Beach, Fl. 33062, County of Broward, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office:


Registered Agent

APPROVED
AND
FILED

98 MAY 27 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA