

6/15/98

FLORIDA DIVISION OF CORPORATIONS

1:34 PM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H98000011115))

P98000053471

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-1001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TOP DOG YACHT SERVICES, INC.
AUDIT NUMBER.....H98000011111

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

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

Connect: 00:03:14

FILED
98 JUN 15 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-6/15/98

H98000011111

FILED

98 JUN 15 PM 4:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TOP DOG YACHT SERVICES, INC.

ARTICLE I - CORPORATE NAME & ADDRESS

The name and address of the corporation is TOP DOG YACHT SERVICES, INC. located at 829 SW 10TH TERRACE, FT. LAUDERDALE, FLORIDA 33315

ARTICLE II - DURATION

The corporation shall have perpetual existence.

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 ten thousand (10,000) shares of One Dollar (\$1.00) per value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase her 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 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 829 SW 10TH TERRACE, FT. LAUDERDALE, FLORIDA 33315 and the name of the initial registered agent of this corporation at that address is DOUGLAS SMITH

PREPARED BY:

ERIC YANKWITT
DEL ACCOUNTING SERVICES, INC.
22521 S.W. 66TH AVENUE, SUITE 416A
BOCA RATON, FL. 33428
(954) 481-6590

H98000011111

ARTICLE VII - INITIAL BOARD OF DIRECTORS

H98000011111

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

Name: DOUGLAS SMITH

Address: 829 SW 10TH TERRACE, FT. LAUDERDALE, FLORIDA 33315

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is DOUGLAS SMITH, 829 SW 10TH TERRACE, FT. LAUDERDALE, FLORIDA 33315

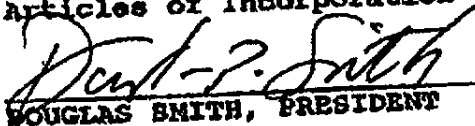
ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law

ARTICLE X - 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 Day of , 1997

* 
DOUGLAS SMITH, PRESIDENT

CERTIFICATE DESIGNATING (OR CHANGING) 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 607.34 of the Florida Statutes, the following is submitted, in compliance with said act:

First that TOP DOG YACHT SERVICES, INC. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Articles of Incorporation at the City of FT. LAUDERDALE County of BROWARD, State of Florida has named DOUGLAS SMITH located at 829 SW 10TH TERRACE, FT. LAUDERDALE, FLORIDA 33315 county of BROWARD, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

H98000011111

H98000011111

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

* By:



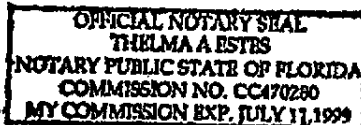
DOUGLAS SMITH
Registered Agent

STATE OF FLORIDA

COUNTY OF

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared DOUGLAS SMITH known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who has produced identification as shown below and did take an oath and who acknowledged his/her execution of the foregoing Articles of Incorporation to be his/her free act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the state and county aforesaid, this 9 Day of June, 1998




Notary Public
State of Florida at Large

NOTARY CHECK ONE:

() PERSON SIGNING DOCUMENT PERSONALLY KNOWN TO ME

(X) PERSON SIGNING DOCUMENT PROVIDED THE FOLLOWING FORM OF IDENTIFICATION:

Type: Florida Drivers License

Serial No.: 5530-175-56-017-0

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUN 15 PM 4:32

FILED

H98000011111