



THE UNITED STATES
CORPORATION
COMPANY

P980000 94482

ACCOUNT NO. : 072100000032

REFERENCE : 024565 4327828

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 78.75

ORDER DATE : November 6, 1998

ORDER TIME : 2:30 PM

ORDER NO. : 024565-005

800002682558--0

CUSTOMER NO: 4327828

CUSTOMER: Ms. Paulette Clark
ALLEY MAASS ROGERS & LINDSAY,
ALLEY MAASS ROGERS & LINDSAY,
321 Royal Poinciana Pl., South

Palm Beach, FL 33480-0431

DOMESTIC FILING

NAME: MAGIC YACHT SALES, INC.

EFFECTIVE DATE:

EFFECTIVE DATE

11-5-98

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

Dmc 11-6-98

RECEIVED
98 NOV 16 PM 3:24
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
98 NOV -6 PM 4:04
FILED

**ARTICLES OF INCORPORATION
OF
MAGIC YACHT SALES, INC.**

FILED
98 NOV -6 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Magic Yacht Sales, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

EFFECTIVE DATE
11-5-98

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 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his 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 - PRINCIPAL OFFICE; MAILING ADDRESS

The principal office and mailing address of this corporation is 1073 Hillsboro Mile, 4 South, Hillsboro Beach, Florida 33062.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Robb R. Maass.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one(1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Marlin F. Torguson
1073 Hillsboro Mile, 4 South
Hillsboro Beach, Florida 33062.

ARTICLE IX - INCORPORATOR

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

Robb R. Maass
321 Royal Poinciana Plaza
Palm Beach, FL 33480.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XII - 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.

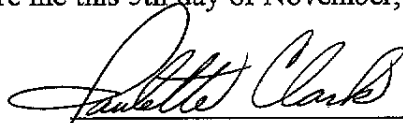
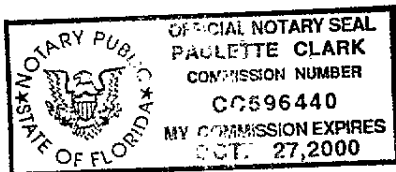
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of November, 1998.



Robb R. Maass

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 5th day of November, 1998, by Robb R. Maass, who is personally known to me.



Signature of Person Taking
Acknowledgment

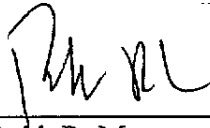
Name typed, printed or stamped

Title or Rank: _____

Serial Number: _____

Acceptance of Designation

The undersigned, Robb R. Maass, hereby accepts the designation of himself as registered agent for Magic Yacht Sales, Inc., and agrees to serve in compliance with all applicable Florida Statutes. I am familiar with and accept the obligations of my position as registered agent.



Robb R. Maass

FILED
98 NOV - 6 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA