

P98000097137



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 036121 12000A

AUTHORIZATION :

Patricia Pzyt

COST LIMIT : \$ 70.00

ORDER DATE : November 18, 1998

ORDER TIME : 12:42 PM

ORDER NO. : 036121-005

CUSTOMER NO: 12000A

CUSTOMER: Renee Ann Winslow, Legal Asst
SHAPIRO & ADAMS, P.A.
SHAPIRO & ADAMS, P.A.
Suite 272
2401 Pga Boulevard
Palm Beach Gard, FL 33410

800002690728--3

DOMESTIC FILING

NAME: CAREY YACHT SALES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 PM 3:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 PM 1:57

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 PM 3:01

The undersigned hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I -- NAME

The name of the corporation shall be CAREY YACHT SALES, INC. The mailing address is: 1900 Broadway, Riviera Beach, Florida 33404.

ARTICLE II -- DURATION

The corporation shall have perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this corporation is all lawful business and engaging in any activity or business permitted under the laws of the United State or of this Stated.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock with a par value of \$.01 per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The street address in this state of the initial registered office of the corporation is 1900 Broadway, Riviera Beach, Florida 33404, and the name of the initial registered agent at such address is Michael Carey.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of not less than one (1) nor more than five (5) members. The number of directors may be increased or decreased from time to time as authorized by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors are:

William Maloney
1900 Broadway

Riviera Beach, FL 33404

Michael Carey
1900 Broadway
Riviera Beach, FL 33404

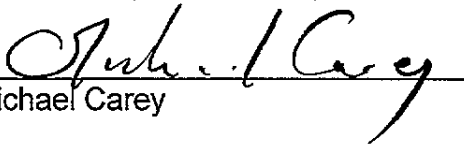
Kevin Lyons
1900 Broadway
Riviera Beach, FL 33404

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 18 PM 3:01

ARTICLE VII -- INCORPORATORS

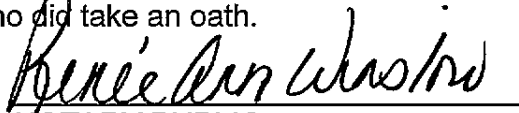
The name and address of the person signing these Articles is: Michael Carey, 1900 Broadway, Riviera Beach, Florida 33404.

IN WITNESS WHEREOF, I have made and subscribed these Articles this 17th day of November, 1998.


Michael Carey

STATE OF FLORIDA
COUNTY OF PALM BEACH

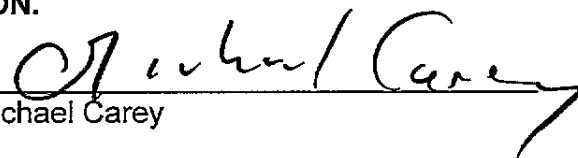
The foregoing instrument was acknowledged before me this 17th day of November, 1998, by Michael Carey, who is personally known to me or who has produced a driver's license as identification and who did take an oath.


NOTARY PUBLIC
(Notary Seal)



Renee Ann Winslow
MY COMMISSION # CC569406 EXPIRES
August 23, 2000
BONDED THROUGH TROY PAUL INSURANCE, INC.

I HEREBY ACCEPT THE DESIGNATION AS REGISTERED AGENT AS SET FORTH IN THESE ARTICLES OF INCORPORATION.


Michael Carey