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May 14, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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800002877218--6
-05/17/99-01084-014
****122.50 ****78.75

RE: Incorporation Articles for TBOAT, Inc.,

Dear Sir/Madam:

Please find enclosed Articles of Incorporation for TBOAT, Inc., and a check for \$122.50 (\$70.00 filing fee & \$52.50 certified copy).

If you have any questions, please do not hesitate to contact our office. Thank you for your attention in this matter.

Sincerely,



Joanne T. Lewis

FILED
99 MAY 17 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 20 1999

**ARTICLES OF INCORPORATION
OF**

TBOAT, INC.,

In compliance with the requirements of F.S. Chapter 608, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

99 MAY 27 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE I

The name of the corporation ("Corporation") is TBOAT, INC.,

ARTICLE II

The existence of the corporation shall begin on May 10, 1999.

ARTICLE III

The street address of the principal office of the Corporation is 2310 East Oakland Park Boulevard, Fort Lauderdale, Florida 33306.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 1,000 shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 2310 East Oakland Park Blvd., Ft. Lauderdale, FL 33306. The initial registered agent for the Corporation at that address is Barry Katz.

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Alan Baumel	2310 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306
Barry Katz	2310 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306

ARTICLE VII

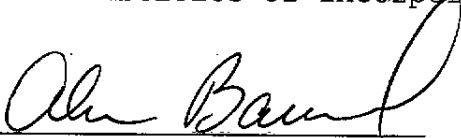
The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Alan Baumel	2310 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306
Barry Katz	2310 E. Oakland Park Blvd., Ft. Lauderdale, FL 33306

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

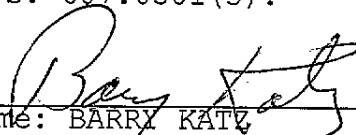
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of May, 1999.


Name: ALAN BAUMEL


Name: BARRY KATZ

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TBOAT INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: BARRY KATZ

Date: 5-10-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 17 AM 10:26

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