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May 19, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/20/99--01073--005
*****70.00 *****70.00

RE: Incorporation of Yachts R Us, Inc.

Dear Sir/Madam:

Enclosed please find original Articles of Incorporation of
Yachts R Us, Inc., along with \$70.00 check for the filing fee.

Sincerely,


GARY S. ISRAEL, ESQ.

GSI:dr
Enc.

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ARTICLES OF INCORPORATION
OF
YACHTS R US, INC.

The undersigned incorporator to these articles of incorporation hereby forms a corporation (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I
Name

The name of the Corporation is: YACHTS R US, INC.

ARTICLE II
Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III
Nature of Business

The Corporation is organized to engage in every aspect of the business of yacht sales, charter and management, and is authorized to render, and to engage in any and all other lawful business.

ARTICLE IV
Capital Stock

The corporation is authorized to issue 100 shares of no par value common stock, which shall be designated common shares.

ARTICLE V
Initial Registered Office and Agent

The Street address of the initial registered office of the Corporation is 2550 South Bayshore Drive, Coconut Grove, Florida 33133, and the name of its initial registered agent at such address is JUSTO L. LAMAR, III.

ARTICLE VI
Directors

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of

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the initial director of the Corporation who shall serve until successors are duly elected and qualified are:

Name	Address
Justo Lamar, III	2550 South Bayshore Drive, Coconut Grove, Florida 33133

ARTICLE VII
Principal Place of Business

The principal place of business of this Corporation shall be 2550 South Bayshore Drive, Coconut Grove, Florida 33133, and shall be its mailing address. The board of directors may from time to time move the place of business of this Corporation.

ARTICLE VIII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

Name	Address
Justo Lamar, III	2550 South Bayshore Drive, Coconut Grove, Florida 33133

ARTICLE IX
Voting Trusts

No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

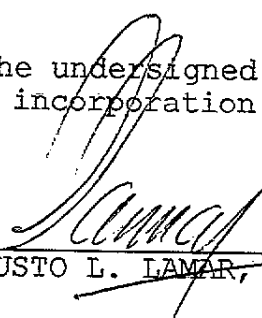
ARTICLE X
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE XI
Amendment

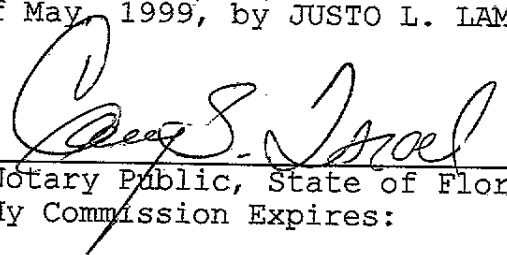
These articles of incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 19th day of May, 1999.


JUSTO L. LAMAR, III, INCORPORATOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing articles of incorporation were acknowledged before me this 19th day of May, 1999, by JUSTO L. LAMAR, III, as incorporator.

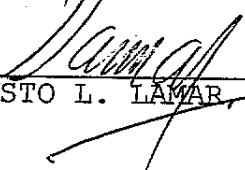

Notary Public, State of Florida
My Commission Expires:

Identification Produced: Fla. Driver's License #L560432454550.

ACCEPTANCE OF REGISTERED AGENT

Having been named registered agent and having been designated to accept service of process for the Corporation, at the place designated as the registered office, I hereby agree to serve as registered agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligation of Section 607.325, Florida Statutes.

Dated this 19th day of May, 1999.


JUSTO L. LAMAR, III

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