



THE UNITED STATES
CORPORATION
COMPANY

P99000052173

FILED

99 JUN -9 PM 2:01

ACCOUNT NO. : 072100000032

REFERENCE : 268064 121767A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizant

ORDER DATE : June 9, 1999

ORDER TIME : 12:22 PM

ORDER NO. : 268064-005

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CUSTOMER NO: 121767A

CUSTOMER: Martin J. Genauer, Esq
KARP & GENAUER, P.A.
KARP & GENAUER, P.A.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC FILING

NAME: L & D YACHT LEASING CORP.

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:

PH 6/9/99
(14)

RECEIVED
99 JUN -9 PM 1:45

**ARTICLES OF INCORPORATION
OF
L & D YACHT LEASING CORP.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is L & D YACHT LEASING CORP.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the corporation's principal office is 3690 N.W. 62nd Street, Miami, Florida 33147 and the corporation's mailing address is 3690 N.W. 62nd Street, Miami, Florida 33147.

**ARTICLE III
DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE IV
NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V
CAPITAL STOCK**

The corporation is authorized to have outstanding one class of stock, to be designated as Common Stock. The maximum number of shares of Common Stock which the corporation is authorized to have outstanding is One Thousand (1,000) shares of Common Stock having a par value of \$1.00 per share. Holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the corporation is Alhambra Registered Agents, Inc. The street address of the initial registered office of the corporation in the State of Florida is c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is Martin J. Genauer, Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134.

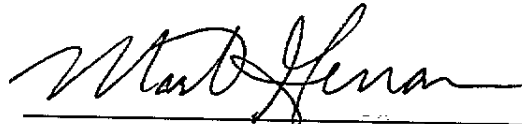
ARTICLE VIII
BYLAWS

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

ARTICLE IX
INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 8th day of June, 1999.



Martin J. Genauer

**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

FILED

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L & D Yacht Leasing Corp., a Florida corporation, desiring to organize as a corporation pursuant to Florida Statutes, with its registered office, as indicated in the Articles of Incorporation, at c/o Karp & Genauer, P.A., 2 Alhambra Plaza, Suite 1202, Coral Gables, Florida 33134, has named Alhambra Registered Agents, Inc. at such address, as its registered agent within the State.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named registered agent and to accept service of process for the above-stated corporation at place designated in the Articles, the undersigned hereby accepts the appointment as registered agent, agrees to act in that capacity and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

ALHAMBRA REGISTERED AGENTS, INC.

By: 

Martin J. Genauer, Vice President