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June 10, 1999

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

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

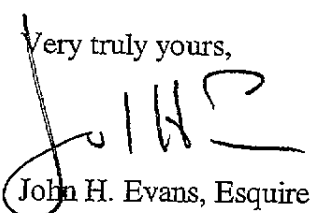
Re: Karizma Yachts, Inc.  
Our File No.: DWB-1161

Dear Sir/Madam:

Enclosed find the original and one copy of the Articles of Incorporation for the above-captioned corporation, together with our check in the amount of \$70.00 to cover your filing fees. Please stamp the copy of the Articles with the date received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

  
John H. Evans, Esquire

JHE/klm  
Enclosures  
cc: Mr. Haim Zukerman

FILED  
1999 JUN 14 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

1999 JUN 14 AM 10: 35

**ARTICLES OF INCORPORATION**  
**OF**  
**KARIZMA YACHTS, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, do hereby form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation is:

KARIZMA YACHTS, INC.

**ARTICLE II**

The nature of the business of this corporation is any and all lawful business which a corporation is permitted to conduct in the State of Florida.

**ARTICLE III**

The capital stock of this corporation shall be 500 shares of \$1.00 par value common stock. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said stock shall be payable in cash, or property other than stock or securities in lieu of cash, at a just valuation to be determined by the stockholders of this corporation.

**ARTICLE IV**

The amount of capital with which this corporation will begin business is \$500.00.

**ARTICLE V**

This corporation shall exist perpetually.

**ARTICLE VI**

The initial registered agent and registered office of the corporation in the State of Florida is: John H. Evans, Esquire, 1702 South Washington Avenue, Titusville, Florida 32780. The stockholders may from time to time move the principal office to any other address in Florida. The registered office is also the principal office.

**ARTICLE VII**

The names and addresses of the directors are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Haim Zukerman	2400 Herodian Way - Suite 255 Smyrna, Georgia 30067

**ARTICLE VIII**

The names and addresses of the subscribers to the Certificate of Incorporation are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
John H. Evans, Esquire	1702 South Washington Avenue Titusville, Florida 32780

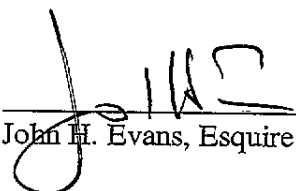
**ARTICLE IX**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE X**

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business in the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 10<sup>th</sup> day of June, 1999.

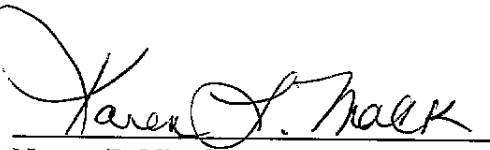
  
\_\_\_\_\_  
John H. Evans, Esquire

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared John H. Evans, Esquire, to me well known to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and that he is personally known to me ~~or provided the following identification: Florida Driver's License.~~

WITNESS my hand and official seal this 10<sup>th</sup> day of June, 1999.

[SEAL]

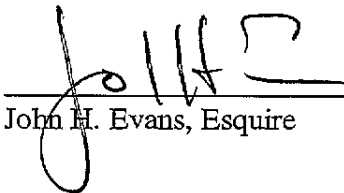
  
\_\_\_\_\_  
Notary Public, State of Florida

**STATEMENT OF DESIGNATION AND ACCEPTANCE**  
**OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE OF**  
**KARIZMA YACHTS, INC.**

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned, as Director of KARIZMA YACHTS, INC. hereby files this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered office of this Corporation is 1702 South Washington Avenue, Titusville, Florida 32780 and the name of the initial registered agent of this Corporation at that address is John H. Evans, Esquire.

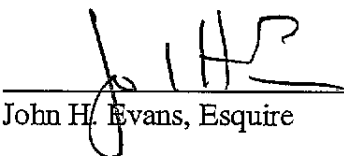
DATED this 10<sup>th</sup> day of June, 1999.

  
\_\_\_\_\_  
John H. Evans, Esquire

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I hereby accept appointment as the registered agent of KARIZMA YACHTS, INC. at the initial registration office of the Corporation at 1702 South Washington Avenue, Titusville, Florida 32780.

DATED this 10<sup>th</sup> day of June, 1999.

  
\_\_\_\_\_  
John H. Evans, Esquire

FILED  
1999 JUN 14 AM 10:35  
CLERK  
TALLAHASSEE, FLORIDA