FERENCIK LIBANOFF BRANDT AND BUSTAMANTE

PROFESSIONAL ASSOCIATION

ROBERT E. FERENCIK, JR.
IRA L. LIBANOFF
ALAN C. (PETER) BRANDT, JR.
NESTOR BUSTAMANTE, III
ALEXANDER J. WILLIAMS, JR.
JORDANA L. GOLDSTEIN
SANDRA D. KENNEDY
GAVIN D. CADDY

ATTORNEYS AT LAW

AR. P9900075901

August 6, 1999

WESTSIDE CORPORATE CENTER 150 S. PINE ISLAND ROAD, SUITE 400 FORT LAUDERDALE, FL 33324

> BROWARD (954) 474-8080 DADE (305) 949-8003

FAX (954) 474-7343 E-MAIL: flbb@mindspring.com

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation for P & M Mainsail Enterprises, Inc.

800002965938--2 -08/20/99--01085--010 ******70.00 ******70.00

Dear Sir or Madam:

Enclosed herewith are an original and one copy of Articles of Incorporation of subject proposed corporation. Please return a stamped copy of the articles to the undersigned. Our check made payable to you in the sum of \$70.00 is also enclosed.

véry trúly yours,

lekander J. Williams, Jr.

99 AUG 20 PM

STATE

AJW Enc.

TS 8/25/99

ARTICLES OF INCORPORATION

OF

P & M Mainsail Enterprises, Inc.

ARTICLE I

CORPORATE NAME

The name and mailing address of this Corporation shall be:

P & M Mainsail Enterprises, Inc. 215 N. 10th Avenue Hollywood, Florida 33019

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ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

This Corporation is authorized to issue a maximum of 10,000 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

INITIAL REGISTERED AGENT AND DESIGNATION OF REGISTERED AGENT

The Corporation's initial registered agent and office for the purpose of complying with Florida law shall be:

Paul U. Desmarais

and the registered post office address is:

215 N. 10th Avenue Hollywood, Florida 33019

to accept service of process within the State.

I ACCEPT DESIGNATION AS REGISTERED AGENT OF THIS CORPORATION

Paul U. Desmarais

ARTICLE V

INCORPORATORS

The name and post office address of each incorporator executing these Articles of Incorporation is as follows:

Paul U. Desmarais 215 N. 10th Avenue Hollywood, Florida 33019

ARTICLE VI

COMMENCEMENT

Corporate existence will commence upon issuance of the Certificate of Incorporation.

THE UNDERSIGNED INCORPORATORS, for the purpose of forming a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring that the facts herein stated are true.

Paul U. Desmarais

FILE

99 AUG 20 PM 1: 44 SECRETARY OF STATE ALLAHASSEE, FLORID