

LAW OFFICE
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P99000080407

August 25 1999

Secretary of State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Charter Section

Re: **Articles of Incorporation**
ATHERTON YACHTS, INC.

700002978057--7
-09/03/99--01025--002
*****78.75 *****78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 SEP -3 PM 12:14

FILED

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation with regard to the above-named Florida corporation, together with a duplicate copy to be certified.

Also enclosed is our firm's check to your order in the amount of \$78.75 to cover the cost of the filing fee, Registered Agent Designation, and a certified copy of the Articles for said corporation.

Kindly forward the certified copy back to this office as soon as possible. Thanking you in advance for your attention to this matter, I am

Yours very truly,

Richard Goldstone

RICHARD GOLDSTONE, P.A.

RG/cpg
Enclosures: as stated

ARTICLES OF INCORPORATION

OF

ATHERTON YACHTS, INC.

ARTICLE I

NAME

The name of the corporation shall be:

ATHERTON YACHTS, INC.

Its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

NATURE OF BUSINESS

The business of the corporation shall be: The charter, sales and servicing of yachts and other vessels, and all manner of services in connection therewith.

In addition, the corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall consist of One Thousand (1,000) Shares of Common Stock having no par value.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The stock of the corporation shall be issued for such consideration as may be determined by its Board of Directors. The Shareholders of the corporation shall have preemptive rights, as set forth in the By-Laws. In addition, Shareholders may enter into agreements with the corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful forms of agreement.

ARTICLE IV

INITIAL REGISTERED AGENT AND OFFICE

The corporation's initial Registered Agent and Registered Office are:

**Richard Goldstone, Esq.
RICHARD GOLDSTONE, P.A.
2400 West Cypress Creek Road
Suite 100
Fort Lauderdale, FL 33309**

Acknowledgment and Consent of Registered Agent:

Having been named Registered Agent to accept service of process on the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in that capacity and agree to comply with all the requirements of law pertaining thereto.

By:



**Richard Goldstone, Esq.
Registered Agent**

ARTICLE V

INITIAL BOARD OF DIRECTORS

The names and addresses of the initial members of the first Board of Directors are:

Ashley R. Atherton
908 S.W. 19th Street
Fort Lauderdale, FL 33315

Kelly M. Conaty
16 Fillmore Street
Pawtucket, RI 02860

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than three (3) directors. The number of directors may be increased or diminished from time to time in accordance with the By-Laws, which shall specifically provide for increases or decreases in the number of directors consistent with this provision, without the necessity of amending these Articles of Incorporation.

ARTICLE VI

BY-LAWS

The Board of Directors or the shareholders may adopt, amend, alter or repeal By-Laws of the corporation. The By-Laws may contain any provisions for the regulation or management of the affairs of the corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE VII

**INDEMNIFICATION OF OFFICERS,
DIRECTORS, EMPLOYEES AND AGENTS**

The corporation shall indemnify any Director or Officer, and shall have the power to indemnify any Employee, Agent or other person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she was or is acting on behalf of, or at the request of the corporation. Such indemnification may take the form of court costs, attorneys' fees or other expenses incurred by such person involved in such action, suit or proceeding.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders of the corporation at any meeting called expressly for that purpose, and all rights conferred on shareholders hereunder are granted subject to this reservation.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

