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FLORIDA PROFIT CORPORATION OR P.A.

new moon II, inc.

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|-----------------------|---------|
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 15, 1999

EMPIRE

SUBJECT: NEW MOON II, INC.
REF: W99000023803

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H99000026062

IN THE CIRCUIT COURT FOR
BROWARD COUNTY, FLORIDA

IN RE: THE PETITION OF

Case No.: FM-CE-98-009682

JACQUES ELLAK,
Husband

And

ALEXANDRA ELLAK,
Wife.

To Change Name

FINAL JUDGMENT OF NAME CHANGE

THIS ACTION was heard before the court on the sworn petition of JACQUES ELLAK and ALEXANDRA ELLAK for a change of name. It appearing to the Court that there is no reasonable objection to Petitioners taking the names they have proposed, it is therefore ADJUDGED that the names of petitioners and their minor children shall be and hereby are changed as follows:

Jacques Ellak is changed to Jacques Kobinger Rabbat;

Alexandra Ellak is changed to Alexandra Roch Kobinger Rabbat;

Daniel Patrice Ellak is changed to Daniel Roch Kobinger Rabbat;

Caroline Liliane Ellak is changed to Caroline Roch Kobinger Rabbat.

ORDERED at Fort Lauderdale, Broward County, Florida this 1st day of September, 1998.


Circuit Judge

STATE OF FLORIDA
BROWARD COUNTY

I DO HEREBY CERTIFY the within and foregoing is a true and correct copy of the original as it appears on record and file in the office of the Circuit Court Clerk of Broward County, Florida.

WITNESS my hand and Official Seal at Fort Lauderdale, Florida, this 1st day of September, 1998.

Robert E. Lockwood, Clerk


Deputy Clerk

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ARTICLES OF INCORPORATION

OF

NEW MOON II, INC.

BY THESE ARTICLES OF INCORPORATION, the Incorporator forms a Corporation for profit under Florida law.

ARTICLE I - NAME

The name of this Corporation is New Moon II, Inc.

ARTICLE II - TERM

This Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in the business of boat chartering and boat dealer and boat maintenance, in the State of Florida and to exercise the powers now or hereafter granted to Corporations as permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - CORPORATION'S PRINCIPAL OFFICE,
INITIAL REGISTERED OFFICE AND AGENT

The Corporation's principal office shall be 17201 Biscayne Blvd., North Miami Beach, FL 33160 and the initial registered office shall be the same. The initial Registered Agent at such office shall be Osvaldo Perez Jr.

ARTICLE VI - DIRECTORS

This corporation shall have the following officers and directors initially:

| | |
|------------|-------------------------|
| President: | Ozvaldo Perez Jr. |
| Secretary: | Jacques Kobinger Rabbat |

The business of the Corporation shall be managed by the Stockholders.

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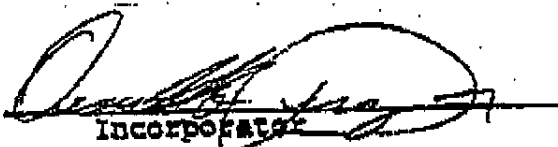
ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator is:

Name

Oswaldo Perez, Jr. 17201 Biscayne Blvd., NMB, FL 33160

DATED on this 13 day of oct, 1999.


Incorporator

STATE OF FLORIDA.

ss.

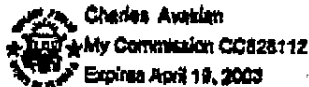
COUNTY OF DADE

The foregoing Articles of Incorporation of New Moon II, Inc., were acknowledged before me this 13th day of october, 1999, by Oswaldo Perez, Jr. as incorporator.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13th day of Florida, 1999.


Notary Public

My Commission Expires:



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CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

DATED OCTOBER 13, 1999


Osvaldo Perez, Jr.

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