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Fax Number : (850)922-4001

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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
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FLORIDA PROFIT CORPORATION OR P.A.

High Line Yachts and Toys, Inc.

Certificate of Status	1
Certified Copy	0
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B. McKnight

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
High Line Yachts and Toys, Inc.

Article II. Address

The Corporation's mailing address is:
High Line Yachts and Toys, Inc.
441 South Federal Highway
Deerfield Beach FL 33441

Article III. Registered Agent

The name and address of the Corporation's registered agent is:
Albert L. Frevola, Jr.
633 South Federal Highway, 8th Floor
Fort Lauderdale FL 33301

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Brett Salter

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

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Albert L. Frevola, Jr. | FL Bar Member 857416
Conrad & Scherer
633 South Federal Highway, 8th Floor
Fort Lauderdale FL 33301
954-462-5500

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

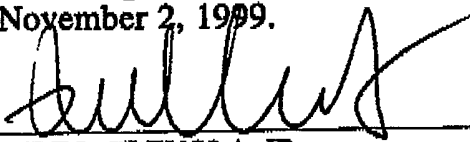
The name and address of the incorporator is:

Albert L. Frevola, Jr.
Conrad & Scherer
633 South Federal Highway, 8th Floor
Fort Lauderdale FL 33301

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on November 2, 1999.

The undersigned incorporator executed these Articles of Incorporation on November 2, 1999.



ALBERT L. FREVOLA, JR.
by L.A. Uriarte as attorney-in-fact

Albert L. Frevola, Jr. | FL Bar Member 857416
Conrad & Scherer
633 South Federal Highway, 8th Floor
Fort Lauderdale FL 33301
954-462-5500

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

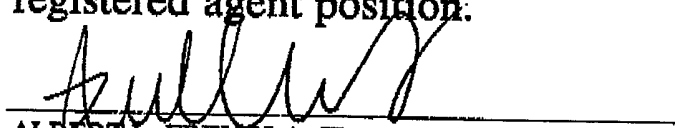
High Line Yachts and Toys, Inc.

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REGISTERED AGENT/OFFICE:

**Albert L. Frevola, Jr.
633 South Federal Highway, 8th Floor
Fort Lauderdale FL 33301**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ALBERT L. FREVOLA, JR.
by L.A. Uriarte as attorney-in-fact

Date: November 2, 1999

Albert L. Frevola, Jr. | FL Bar Member 857416
Conrad & Scherer
633 South Federal Highway, 8th Floor
Fort Lauderdale FL 33301
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