

CT CORPORATION SYSTEM

FOI 000004024

CORPORATION(S) NAME

Marlin, Inc.

d/b/a Marlin-USA, Inc.

FILED
01 JUL 31 PM 12:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

800004509438--2
-07/31/01--01045--026
*****70.00 *****70.00

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Photocopies | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Call If Problem | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | <input type="checkbox"/> Will Wait | |

RECEIVED
01 JUL 31 AM 11:32
DIVISION OF CORPORATION

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

7/31/01

Order#: 4666032

Ref#: _____

Amount: \$ _____

BK

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

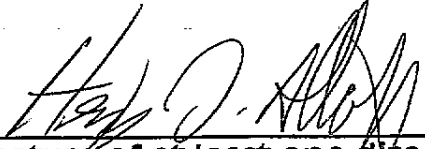
RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Henry J. Abbott, Secretary, do hereby certify that this Resolution of the Board of Directors of

Marlin, Inc. corporation duly organized and existing under the laws of the State of Tennessee, was duly adopted on July 26, 2001.

Resolved, that Marlin, Inc. organized and existing in the State of Tennessee hereby adopts the name Marlin-USA, Inc. for use in Florida.

Dated: July 27, 2001



signature of at least one director

FILED
01 JUL 31 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

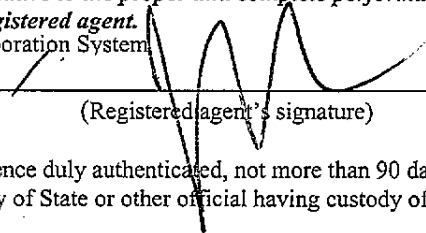
1. Marlin, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of natural person or partnership if not so contained in the name at present.)
2. Tennessee 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 7/2/01 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qual.
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2401 21st Avenue South, Nashville, TN 37212
(Current mailing address)

FILED
01 JUL 31 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. the parking of automobiles
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
- Name: C T Corporation System
- Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

(Registered agent's signature)

JENNIFER F AULTMAN
ASSISTANT SECRETARY

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Monroe J. Carell, Jr.

Address: 2401 21st Avenue South
Nashville, TN 37212

Vice Chairman: William Vareschi

Address: 2401 21st Avenue South
Nashville, TN 37212

Director: _____

Address: _____

Director: _____

Address: _____

FILED
01 JUL 31 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: James H. Bond

Address: 2401 21st Avenue South
Nashville, TN 37212

Vice President: _____

Address: _____

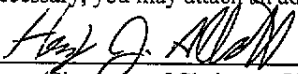
Secretary: Henry J. Abbott

Address: 2401 21st Avenue South
Nashville, TN 37212

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Henry J. Abbott, Secy.
(Typed or printed name and capacity of person signing application)

**Secretary of State
Division of Business Services**

**312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243**

ISSUANCE DATE: 07/17/2001
REQUEST NUMBER: 01198554
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 07/02/2001
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0410633
JURISDICTION: TENNESSEE

TO:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"MARLIN, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED
01 JUL 31 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 07/17/01

FROM:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$140.00 \$0.00
TOTAL PAYMENT RECEIVED: \$140.00

RECEIPT NUMBER: 00002909792
ACCOUNT NUMBER: 00101230



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE