

F98000000421

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MARINE DYNAMICS, INCORPORATED
(Name of corporation - must include suffix)

Dear Sir or Madam:

400002359994--3--
-12/01/97-01172-009
*****78.75 *****78.75

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida",
"Certificate of Existence", and check are submitted to register the above referenced foreign corporation to
transact business in Florida.

Please return all correspondence concerning this matter to the following:

W97-26839

MAX E. WADDOUPS
(Name of Person)

MARINE DYNAMICS, INCORPORATED
(Firm/Company)

12324 SW 132 CT
(Address)

MIAMI, FL 33186
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

MAX E. WADDOUPS at (305) 238-0067
(Name of Person) (Area Code & Daytime Telephone Number)

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DIVISION OF CORPORATIONS
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mtm
1/23

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 3, 1997

MAX E. WADDOUPS
MARINE DYNAMICS, INC.
12324 SW 132 CT
MIAMI, FL 33186

SUBJECT: MARINE DYNAMICS, INC.
Ref. Number: W97000026839

We have received your document for MARINE DYNAMICS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

You have submitted a tax report that is not what we require in order to process the application. You would need a certificate of existence (good standing) from your Secretary of State of Texas.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 197A00057053

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 17, 1997

MAX E. WADDOUPS
MARINE DYNAMICS, INC.
12324 SW 132 CT
MIAMI, FL 33186

SUBJECT: MARINE DYNAMICS, INC.
Ref. Number: W97000026839

We have received your document for MARINE DYNAMICS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Please accept our apology for failing to mention this in our previous letter.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 397A00059328

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned MAX E. WADDOUPS, do hereby certify
(Name)

that this Resolution of the Board of Directors of MARINE DYNAMICS, INC.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of TEXAS

was duly adopted on JANUARY 21

Be it resolved, that MARINE DYNAMICS, INC.
(Corporate Name)

organized and existing in the State of TEXAS, hereby adopts name

MARINE PROPULSION AND DESIGN, INC. for use in Florida.

Dated: JANUARY 21, 1998

Max E. Waddoups
Signature of either Chairman, Vice Chairman or any officer
VICE PRESIDENT AND DIRECTOR

MAX E WADDOUPS
Type or print name

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DIVISION
for use in 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. MARINE DYNAMICS, INCORPORATED
(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 a natural person or partnership if not so contained in the name at present.)
2. TEXAS 3. 74 - 2455649
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. NOVEMBER 6, 1985 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. NONE
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 54 SUNDOWN PKWY
AUSTIN, TX 78746
(Current mailing address)
8. MANUFACTURE OF PROPELLERS AND TOOLING
(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: JESUS MENENDEZ

Office Address: 511 NE 55 TERRACE

MIAMI

, Florida, 33137
(Zip code)

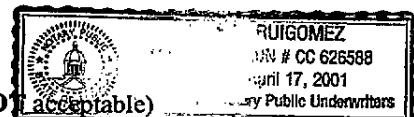
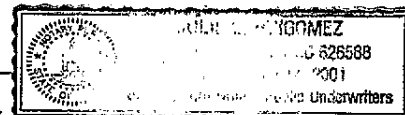
10. Registered agent's acceptance:

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.

(Registered agent's signature)

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.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)



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

Chairman: ALAN W. NALLE

Address: 54 SUNDOWN PKWY
AUSTIN, TX 78746

Vice Chairman: _____

Address: _____

Director: MAX E. WADDOWS

Address: 12322 SW 132 CT
MIAMI, FL 33186

Director: _____

Address: _____

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

President: ALAN W. NALLE

Address: 54 SUNDOWN PKWY
AUSTIN, TX 78746

Vice President: MAX E. WADDOWS

Address: 12322 SW 132 CT
MIAMI, FL 33186

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. VICE PRESIDENT, MARINE DYNAMICS INCORPORATED
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

MARINE DYNAMICS, INC.
File No. 773635-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on December 8, 1997.*

Secretary of State

PH

