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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE SW
LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505

FACSIMILE

585-9184

April 24, 2002

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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TRANSMITTAL LETTER

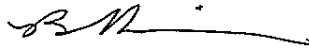
SUBJECT: Florida Marine Surplus, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate of Status.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, SW, Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

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02 APR 26 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

FLORIDA MARINE SURPLUS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1720 Hampton Lane

Clearwater, FL 33756

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares.

The shares will be issued in accordance with Code section 1244 of the Internal Revenue Code.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Tony McCarthy
1720 Hampton Lane
Clearwater, FL 33756
727/ 585-0903**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

INCORPORATORS

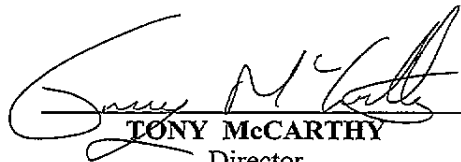
The names and street addresses of the incorporators to these Articles of Incorporations are:

TONY Mc CARTHY
Director

1720 Hampton Lane

Clearwater, FL 33756

The undersigned incorporators have executed these Articles of Incorporation this 24 day of
April, 2002.


TONY McCARTHY
Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Florida Marine Surplus, Inc.
2. The name and address of the registered agent and office is:

TONY McCARTHY
1720 Hampton Lane
Clearwater, FL 33756
727/ 585-0903

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


TONY McCARTHY

This 24 day of April, 2002