

**Electronic Articles of Incorporation
For**

P03000071213
FILED
June 26, 2003
Sec. Of State

HEART MARINE HOLDING GROUP, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

HEART MARINE HOLDING GROUP, INC.

Article II

The principal place of business address:

1535 SE 17TH ST.
SUITE 101
FORT LAUDERDALE, FL. 33316

The mailing address of the corporation is:

1535 SE 17TH ST.
SUITE 101
FORT LAUDERDALE, FL. 33316

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

50,000,000

Article V

The name and Florida street address of the registered agent is:

KENNETH J DUNN
11575 HERON BAY BLVD.
SUITE 309
CORAL SPRINGS, FL. 33076

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: KENNETH J. DUNN

Article VI

The name and address of the incorporator is:

KENENTH J. DUNN
11575 HERON BAY BLVD.
SUITE 309
CORAL SPRINGS, FL 33076

Incorporator Signature: KENNETH J. DUNN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
RICK TORGERSON
1535 SE 17TH ST., STE. 101
FORT LAUDERDALE, FL. 33076

Title: S
IAN MIDDLETON
1535 SE 17TH ST., STE. 101
FORT LAUDERDALE, FL. 33076