P95000049184

NICKLAUS & NICKLAUS
ATTORNEYS AT·LAW

DEBORAH L. NICKLAUS

H. GREGG NICKLAUS

July 19, 1995

Secretary of State
Corporation Division
P. O. Box 6327
Tallahassee, FL 32301

EFFECTIVE DATE
June 15, 1995

Re: Ron Cooper Yacht Sales, Inc.

Dear Sirs;

Enclosed please find the Articles of Incorporation (original and copy), for Ron Cooper Yacht Sales, Inc.

In addition, I have enclosed a check in the amount of One Hundred Twenty Two & 50/100 ($122.50) Dollars, for the following costs:

Filing Fee:	$35.00
Registered Agent Fee:	35.00
Certified copy of Charter Document:	52.50
	$122.50

800001518408
-06/20/95--01122--016
****122.50 ****122.50

Please issue the Certificate of Incorporation and return to this office along with a certified copy of the Articles of Incorporation at your earliest convenience.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,

Deborah L. Nicklaus

Deborah L. Nicklaus

DLN;dlp
Enclosure

SENT VIA FEDERAL EXPRESS

FILED
95 JUN 15 PM 12: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-23-95

5380 Gulf Boulevard · St. Petersburg Beach, Florida 33706 · Phone: 813/360-3292 · Fax: 813/367-8082

FILED

95 JUN 15 PM 12:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RON COOPER YACHT SALES, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

FIRST: The name of the corporation is RON COOPER YACHT SALES, INC.

SECOND: The corporation shall have perpetual existence.

THIRD: The general nature of the business to be transacted by this corporation is as follows:

To design, manufacture, buy, sell, lease, or otherwise acquire, equip, maintain, and generally deal in motorboats, sailboats, steamboats, floats, rafts, pontoons and every other kind of floating craft. To design, manufacture, buy and sell, and generally deal in engines, electric motors, and all other equipment and accessories necessary for the successful operation of any of the above motor craft.

To construct, purchase, lease, or otherwise acquire, equip, maintain, utilize, and operate shops, buildings, wharves, piers, docks, drydocks, and all conveniences, machinery, appliances, and equipment suitable or necessary for the business of building boats, vessels, and watercraft of all kinds; to build, construct, design, repair, alter, buy, sell, import, export, exchange, and otherwise deal and traffic in steam yachts, electric launches, motorboats, and watercraft of every description; also, boilers, engines, motors, dynamos, pumps, tools, machinery, and appliances of all and any kinds entering into or pertaining to the construction of equipment thereof.

To act as broker, or as commercial, sales, business commission merchant, or financial agent, or otherwise, or as attorney-in-fact for individuals, co-partnerships, joint stock associations or corporations, foreign or domestic, including governments or governmental authorities; and to aid and assist, promote and conserve the interest of and afford facilities for the continuous transaction of business by its principals and patrons in the United States of America or in foreign countries throughout the world.

To purchase or otherwise hold, own, maintain, improve, operate, mortgage, sell, convey or otherwise, dispose of, and to lease real and personal property of every class and description in any of the states, districts or territories of the United States and in any other foreign countries, subject to the laws of such state, district, territory or country.

To purchase or otherwise acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of patents of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names.

For its purposes, or any terms and without limit, to borrow or receive money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, drafts, bills or exchange and other obligations of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instruments of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

To purchase or otherwise acquire, hold, cancel, reissue, sell, resell, pledge, transfer and otherwise dispose of its own shares, so far as may be permitted by law.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of capital stock of, or bonds, securities, or evidences of indebtedness created by any other corporation or corporations organized under the law of this state or any other state, country, nation or government, and while the owner thereof, to exercise all the rights, powers, and privileges of ownership.

To make, enter into, perform and carry out contracts, agreements, and obligations of every sort and kind, which may be necessary or convenient for the business of this company or business of a similar nature, with any person, firm, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, possession or colony thereof, or any foreign government, so far as, and to the extent that, the same maybe done and performed by corporations organized under the Florida General Corporation Act.

To acquire and pay for in cash, shares or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To do all and every thing necessary or convenient for the accomplishment of the objects or purposes herein enumerated, or necessary, incidental or appropriate to the protection of the corporation.

In general, to carry on any other similar business in connection with the foregoing, and to have and exercise all the powers conferred from time to time by the laws of the State of Florida upon corporations formed under the Florida General Corporation Act and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The foregoing clauses of this ARTICLE THIRD shall be construed as purposes, objects and powers, and the matters expressed in each clause shall not be limited in any way, except as otherwise expressly provided, by reference to or inference from the terms of any other clause (or any other matter within the same clause), but shall be regarded as independent purposes, objects and powers; shall not be construed to exclude, limit or restrict in any manner any power, right or privilege given to the corporation by law, or to limit or restrict in any manner the meaning of the general tems of such clauses, or the general powers of the corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed.

FOURTH: The corporation is authorized to issue a total of one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One Dollar ($1.00) per share.

FIFTH: The shareholders of the corporation shall have a preemptive right to subscribe to any or all additional issues of the stock of the corporation.

SIXTH: The street address of the initial registered office of the corporation is 3101 W. Maritana Drive, St. Pete Beach, Florida 33706, and the name of the initial registered agent at that address is RONALD J. COOPER.

The address of the principal place of business of the corporation is 3101 W. Maritana Drive, St. Pete Beach, Florida 33706.

SEVENTH: The business and affairs of the corporation shall be managed by a Board of Directors, consisting of no less than one (1) person nor more than five (5). The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

NAME	ADDRESS	OFFICE
RONALD J. COOPER	3101 W. Maritana Drive St. Pete Beach, Florida 33706	Director

EIGHTH: The names and post office addresses of the officers of the corporation are:

NAME	ADDRESS	OFFICE
RONALD J. COOPER	3101 W. Maritana Drive St. Pete Beach, Florida 33706	President/ Secretary

NINTH: The name and post office address of each subscriber of the Articles of Incorporation, the number of shares of the stock each agrees to take, and the value of the consideration therefore are:

NAME	ADDRESS	NUMBER OF SHARES
RONALD J. COOPER	3101 W. Maritana Drive St. Peter Beach, Florida 33706	500 shares $500.00

TENTH: The corporation shall commence its existence on June 13, 1995.

ELEVENTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, we the undersigned subscribers of this corporation have executed these Articles of

Incorporation at St. Pete Beach, Florida, this 19th day of June, 1995.

Ronald J. Cooper

STATE OF FLORIDA :
COUNTY OF PINELLAS:

BEFORE ME, the undersigned authority, this day personally appeared RONALD J. COOPER, who is personally known to me to be the individual who executed the foregoing Articles of Incorporation, and having by me first been duly sworn severally says that the matters set forth in said Articles are true.

WITNESS my hand and official seal this 19th day of June, 1995.

Notary Public
State of Florida at Large
Print Name: Deborah L. Perry
Commission Number CC412989
Commission Expires:

DEBORAH L. PERRY
Comm. No. CC 412989
My Comm. Exp. Dec. 16, 1998
Bonded thru Pichard Ins. Agcy.

FILED

95 JUN 15 PM 12: 32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 of the Florida Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is RON COOPER YACHT SALES, INC.

2. The name and address of the registered agent and office of the Corporation is:

Ronald J. Cooper
3101 W. Maritana Drive
St. Pete Beach, FL 33706

Signed:

Ronald J. Cooper, President

Date: June 19, 1995

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.

SIGNATURE:

DATE: June 19, 1995

P95000049184

NICKLAUS & NICKLAUS
ATTORNEYS AT·LAW

DEBORAH L. NICKLAUS H. GREGG NICKLAUS

September 6, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

300001583133
-09/12/95--01114--004
*****35.00 *****35.00

RE: Ron Cooper Yacht Sales, Inc.
Document No. P95000049184

Dear Sirs:

Please find enclosed Articles of Amendment Ron Cooper Yacht Sales, Inc. Also, I have enclosed my check in the amount of $35.00 for filing this amendment.

After this document has been properly recorded, return a certified copy to this office.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,

Deborah L. Nicklaus

Deborah L. Nicklaus

DLN:cll

Enclosures

SH FEB 22 1996

NC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 22 PM 1:17

5380 Gulf Boulevard • St. Petersburg Beach, Florida 33706 • Phone: 813/360-3292 • Fax: 813/367-8082

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 13, 1995

DEBORAH NICKLAUS
5380 GULF BLVD.
ST. PETERSBURG BEACH, FL 33706

SUBJECT: RON COOPER YACHT SALES, INC.
Ref. Number: P95000049184

We have received your document for RON COOPER YACHT SALES, INC. and your check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved entity. The name of a voluntarily dissolved Florida entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, executed pursuant to section 607.0120 or 608.408, Florida Statutes, permitting the immediate assumption or use of the name by another entity.

If the document is resubmitted, please return a copy of this letter to ensure your document is properly handled.

If you have any further questions regarding the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 095A00042077

NICKLAUS & NICKLAUS
ATTORNEYS AT·LAW

DEBORAH L. NICKLAUS H. GREGG NICKLAUS

December 1, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee Fl. 32314

RE: Ron Cooper Yacht Sales, Inc.
Document No. P95000049184

Dear Sir:

Please find enclosed Article of Amendment for Ron Cooper Yacht Sales, Inc. Also, I have enclosed my check in the amount of $35.00 for filing this amendment.

After this document has been properly recorded, return a certified copy to this office.

Your cooperation and assistance in this matter is greatly appreciated.

Very truly yours,

Deborah L. Nicklaus

Deborah L. Nicklaus

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-12/06/95--01105--006
*****35.00 *****35.00

DLN:cll

Enclosures

5380 Gulf Boulevard · St. Petersburg Beach, Florida 33706 · 813/360-3292

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 12, 1995

Deborah L. Nicklaus
Nicklaus & Nicklaus
5380 Gulf Blvd.
St. Petersburg Beach, FL 33706

SUBJECT: RON COOPER YACHT SALES, INC.
Ref. Number: P95000049184

We have received your document for RON COOPER YACHT SALES, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

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

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 495A00053656

NICKLAUS & NICKLAUS
ATTORNEYS AT LAW

DEBORAH L. NICKLAUS | H. GREGG NICKLAUS

February 19, 1996

Mr. Steven Harris
Corporate Specialist
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee FL 32314

RE: Ron Cooper Yacht Sales, Inc.
Ref. No. P95000049184
Letter No. 495A00053656

Dear Mr. Harris:

Please find enclosed Article of Amendment for Ron Cooper Yacht Sales, Inc. The document has been corrected as per your letter of December 12, 1995.

We have previously sent to you two checks (#319 and #327) totaling $70.00 for the filing of the above Article of Amendment. Therefore, the filing fee of $35.00 has already been paid and I look forward to a refund of $35.00 from your office.

After this document has been properly recorded, return a certified copy to this office.

Your assistance in this matter has been greatly appreciated.

Very truly yours,

Deborah L. Nicklaus

Deborah L. Nicklaus

DLN:cll
Enclosure

5380 Gulf Boulevard • St. Petersburg Beach, Florida 33706 • Phone: 813/360-3292 • Fax: 813/367-8082

ARTICLES OF AMENDMENT
RON COOPER YACHT SALES, INC.

EFFECTIVE DATE
3-1-96

TO: The Florida Department of State

The undersigned, as Director of RON COOPER YACHT SALES, INC.., adopted the below-detailed amendment to the Articles of Incorporation at a special meeting held on January 15, 1996. The Director made such amendment prior to the issuance of any shares of stock in the above-named corporation. The adopted amendment to the Articles of Incorporation are as follows:

1. Article First: The name of the corporation, RON COOPER YACHT SALES, INC., will be amended to COOPER MARINE, INC.

The effective date of the amendment is March 1, 1996.

EXECUTED ON: 14 day of February, 1996.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB 22 PM 1:17

RONALD J. COOPER
DIRECTOR

STATE OF FLORIDA:
COUNTY OF PINELLAS:

The foregoing instrument was acknowledged before me on this the 14 day of February, 1996, by Ronald J. Cooper, Director of Ron Cooper Yacht Sales, Inc., a Florida Corporation, on behalf of the Corporation.

IN WITNESS WHEREOF, I hereby sign and set my seal.

NOTARY PUBLIC STATE OF FLORIDA
DEBORAH L NICKLAUS
My Commission CC472644
Expires Jul. 11, 1999
Bonded by HAI
800-422-1555

Notary Public
State of Florida at Large
Print Name: Deborah L. Nicklaus
Commission Number:
Commission Expires: