

# P95000068439

## CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Marine Propulsion  
Systems

95 SEP -6 AM 10:56

STATE  
 TALLAHASSEE, FLORIDA  
 C.C. FEE. LORIAN

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- ( ) Cert. Copy(s)
- Art. of Amerd., File
- Dissolution/Withdrawal
- C U S- **200001578002**
- Fictitious Name File **-09/06/95-01036-009**  
**\*\*\*\*122.50-\*\*\*\*122.50**
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, \_\_\_\_\_ Copies
- Courier Service
- Shipping/Handling
- Phone ( ) \_\_\_\_\_
- Top Priority
- Express Mail Prep.
- FAX ( ) \_\_\_\_\_ pgs.

**SUBTOTALS** \_\_\_\_\_

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

95 SEP -6 AM 10:56  
 STATE  
 TALLAHASSEE, FLORIDA  
 C.C. FEE. LORIAN

SEP -6 1995

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	CK No. _____	_____
BY <u>AAI</u>	_____	_____	_____

WALK-IN Will Pick Up 9-6 11:00

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

**THANK YOU**  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION**

95 SEP -6 AM 10: 56

**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MARINE PROPULSION SYSTEMS, INC.**

The undersigned incorporator, 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 this Corporation is: **MARINE PROPULSION SYSTEMS, INC.**

**ARTICLE II: PRINCIPAL OFFICE**

The street address of the initial principal office is:

2401-A N.W. 33rd Avenue  
Miami, Florida 33142

The mailing address of this Corporation is:

2401-A N.W. 33rd Avenue  
Miami, Florida 33142

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one (\$1.00) dollar per share.

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent of the Corporation is:

Harold L. Lewis, Esq.  
Haber & Lewis, P.A.  
Suite 3660, One Biscayne Tower  
Two South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE V: INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

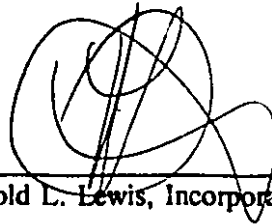
Harold L. Lewis, Esq.  
Haber & Lewis, P.A.  
Suite 3660, One Biscayne Tower  
Two South Biscayne Boulevard  
Miami, Florida 33131

**ARTICLE VI: GENERAL PROVISIONS**

(a) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

The undersigned has executed these Articles of Incorporation this 5th day of September, 1995.



\_\_\_\_\_  
Harold L. Lewis, Incorporator

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

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SECRET STATE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the Corporation mentioned below, 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 MARINE PROPULSION SYSTEMS, INC.
2. The name and address of the registered agent and office is Harold L. Lewis, Suite 3660, One Biscayne Tower, Two South Biscayne Boulevard, Miami, Florida 33131.

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.

  
Harold L. Lewis

Dated: September 5, 1995