

TRANSMITTAL LETTER
P96000049950

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

96 JUN 10 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: ALLIED CATAMARAN, INC.

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND OUR
CHECK FOR \$ 70.00

FROM: HENNY RAMAEKERS
5342 MALALUKA COURT CAPE CORAL FLORIDA 33904
941-941-945-0828

100001857201
-06/11/96--01007--011
*****70.00 *****70.00

NOTE* PLEASE CALL US IF THE NAME WE HAVE CHOSEN FOR THE CORPORATION
IS ALREADY TAKEN SO WE CAN GIVE YOU ANOTHER ONE. CALL HENNY
RAMAEKERS AT 941-945-0828 AND THANK YOU.

Henry Ramaekers
AVE
MODIFICATION BY PHONE TO
CORP name suffix
CH

CH
6/12/96

ARTICLES OF INCORPORATION

OF

ALLIED CATAMARAN, INC.

FILED

96 JUN 10 AM 8:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE :
ALLIED CATAMARAN, INC.

ARTICLE II. COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE FLORIDA DEPARTMENT OF INCORPORATION. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE III. PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF WHOLESALE AND ENGAGING IN THE TRANSACTION OF ANY AND ALL BUSINESS ACTIVITIES PERMITTED UNDER THE LAWS OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE IV. CAPITAL STOCK

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 100 PAR VALUE SHARES OF COMMON CAPITAL STOCK.

ARTICLE V. PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, OR SERIES, AS THAT WHICH THE SHAREHOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

ARTICLE VI. TRANSFER RESTRICTIONS

NO SHARE HOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION, WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT THE NET ASSET VALUE THEREOF. SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPEN FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING. IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT ANY FURTHER RESTRICTIONS.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH, ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND :

" THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE. "

ARTICLE VII. INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE : (1 (ONE)). THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, AS PROVIDED IN THIS CORPORATION'S BYLAWS, BUT SHALL NEVER BE LESS THAN ONE.

THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE :

HENNY RAMAEKERS 5342 MALALUKA COURT CAPE CORAL, FLORIDA 33904

ARTICLE VIII. INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

THE ADDRESS OF THIS CORPORATION'S PRINCIPAL OFFICE AND THE ADDRESS OF THIS CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE :

HENNY RAMAEKERS 5342 MALALUKA COURT CAPE CORAL, FLORIDA 33904

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INITIAL REGISTERED AGENT AT THAT ADDRESS SHALL BE :

HENNY RAMAEKERS

ARTICLE X. INCORPORATOR

THE NAME AND ADDRESS OF THE INDIVIDUAL WHO SHALL SERVE AS THIS CORPORATION'S INCORPORATOR IS:

HENNY RAMAEKERS 5342 MALALUKA COURT CAPE CORAL, FLORIDA 33904

FILED

96 JUN 10 AM 8:16

ARTICLE XI. AMENDMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDER SHALL BE SUBJECT TO THIS RESERVATION.



INCORPORATOR - HENNY RAMAEKERS

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF ALLIED CATAMARAN, I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR ALLIED CATAMARAN, INC.

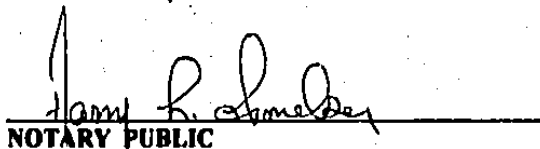


REGISTERED AGENT - HENNY RAMAEKERS

STATE OF FLORIDA

COUNTY OF LEE

ON May 31, 1996, HENNY RAMAEKERS, DESIGNATED ABOVE AS THE INDIVIDUAL WHO SHALL SERVE AS THE CORPORATION'S INITIAL REGISTERED AGENT AND INCORPORATOR, WHO IS PERSONALLY KNOWN TO ME, OR PRODUCED A FLORIDA DRIVER'S LICENSE AS IDENTIFICATION, PERSONALLY APPEARED BEFORE ME AT THE TIME OF NOTARIZATION, AND, AFTER BEING GIVEN THE OATH, ACKNOWLEDGED SIGNING THESE ARTICLES OF INCORPORATION OF ALLIED CATAMARAN, INC.



NOTARY PUBLIC



NOTARY PUBLIC - PRINTED NAME

COMMISSION EXPIRATION DATE & COMMISSION NUMBER:

(SEAL)



HARRY L. SMELSER
My Commission CC264323
Expires Mar 11 1997
Huckleberry Associates Inc
800-422 1555

P96000049950

October 15, 1996

Department of State Division of Corporations
Attention: Annette Hogan
P.O. Box 6327
Tallahassee, Florida 32314

700001992967--1
-10/31/96--01102--011
*****43.75 *****43.75

Dear Annette:

Amend

Enclosed please find the Amendment for Allied Catamaran, Inc. along with a check in the amount of \$45.75, which represents the filing fee as well as the fee for a certificate of status.

Please file the Amendment and forward the certificate of status to Grazyna Ramackers at 5342 Malaluka Court, Cape Coral, Florida 33904.

**Thank you for your cooperation,
Grazyna Ramackers**

FILED
96 OCT 24 AM 10:36
U.S. DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

| | |
|-----------|----------------------|
| Name | |
| Date | 10/24/96 |
| Time | |
| Exam | Roll |
| Topic | Roll |
| Grading | |
| Verifying | |
| Known | Roll Roll Roll |

Q. TAX
FUEL 35.00
H. 40.00 (Cus)
8.75
43.75



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1996

**HENNY RAMAEKERS
5342 MALALUKA COURT
CAPE CORAL, FL 33904**

**SUBJECT: ALLIED CATAMARAN, INC.
Ref. Number: P96000049950**

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

**Thelma Lewis
Corporate Specialist Supervisor**

Letter Number: 696A00045851

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ALLIED CATAMARAN, INC.

FILED
96 OCT 24 AM 10:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted: (indicate article numbers being amended, added, or deleted)

ARTICLE VII is hereby amended to read as follows:

The name and address of the individual who shall serve as a member of the , board of directors is GRAZYNA RAMAEKERS, 5342 MALALUKA COURT, CAPE CORAL, FLORIDA 33904.

ARTICLE IX is hereby amended to read as follows:

The address of this corporation's principal office and the address of this corporation's initial registered office shall be GRANZYNA RAMAEKERS, 5342 MALALUKA COURT, CAPE CORAL, FLORIDA 33904.

ARTICLE XI is hereby amended to reflect the above changes.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions, for implementing the amendment if not contained in the amendment itself, are as follows:

EXCHANGE OF ALL SHARES (100) FROM HENRY RAMAEKERS TO GRAZYNA RAMAEKERS.

THIRD: The date of each amendment's adoption: OCTOBER 15, 1996

FOURTH: Adoption of Amendments (Check One)

☒ The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

___ The amendments were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendments

"The number of votes cast for the amendments were sufficient for approval by

(Voting group)

___ The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

___ The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16 day of October, 1996.

Signature

f. Ramaekers

(By the chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by directors)

OR

(By an incorporator if adopted by the incorporators)

Grazyna Ramaekers

Typed or printed name

President

Title