

LAW OFFICES OF

PETER C. BIANCHI, JR.

255 UNIVERSITY DRIVE
CORAL GABLES, FL 33134

TELEPHONE: (305) 567-0808
TELECOPIER: (305) 567-0309

P98000047664

May 21, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

300002535563--4
-05/26/98--01108--010
*****122.50 *****122.50

Re: ELITE MARINE OF AMERICA, INC.

To Whom it may concern:

Enclosed for filing are Articles of Incorporation of the above-referenced corporation, together with our check 1653 in the amount of \$122.50 in payment of the filing fees, registered agent designation and certified copy. Please return the certified copy of the Articles of Incorporation to the undersigned.

Should you require anything further in connection with the filing of the enclosed Articles of Incorporation, please advise.

Very truly yours,


Peter C. Bianchi, Jr.

PCB, Jr./vce
Enclosures

FILED
98 MAY 26 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TJ
5/28

**ARTICLES OF INCORPORATION
OF**

ELITE MARINE OF AMERICA, INC.

ARTICLE I: NAME

The name of this Corporation is:

ELITE MARINE OF AMERICA, INC.,
a Florida corporation

ARTICLE II: ADDRESS

The principal office and mailing address of the Corporation shall be:

3195 N.W. 20th Street
Miami, Florida 33142-6935

ARTICLE III: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV: STOCK

The Corporation is authorized to issue **ONE HUNDRED (100)** shares of **CLASS A Preferred Voting Stock**, par value of **\$1.00 per share**.

The Corporation is authorized to issue **TEN THOUSAND (10,000)** shares of **CLASS B Non-Voting Stock**, par value of **\$100.00 per share**.

ARTICLE V: REGISTERED AGENT AND OFFICE

The name of the current registered agent and the street address of the current registered office of the Corporation are:

PETER C. BIANCHI, JR.
255 University Drive
Coral Gables, Florida 33134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI: PREFERRED SHARES/SPECIAL CLASS

This Corporation may issue preferred shares or special class(es) of shares in a series.

ARTICLE VII: PREEMPTIVE RIGHTS

The shareholders are entitled to preemptive rights to the extent provided in the by-laws of the Corporation.

ARTICLE VIII: DIRECTORS

The number of directors of the Corporation is TWO (2). The names and addresses of the initial directors of the Corporation are:

TIMOTHY R. BOYLAN
3195 N.W. 20th Street
Miami, Florida 33142-6935

PETER C. BIANCHI, JR
255 University Drive
Coral Gables, Florida 33134.

The number of directors may be increased or decreased from time to time as provided in the by-laws of the Corporation.

ARTICLE IX: OFFICERS

The names and addresses of the initial officers of the Corporation are:

TIMOTHY R. BOYLAN:
PRESIDENT and TREASURER
3195 N.W. 20th Street
Miami, Florida 33142-6935

PETER C. BIANCHI, JR.:
VICE-PRESIDENT and SECRETARY
255 University Drive
Coral Gables, Florida 33134

ARTICLE X: INCORPORATOR

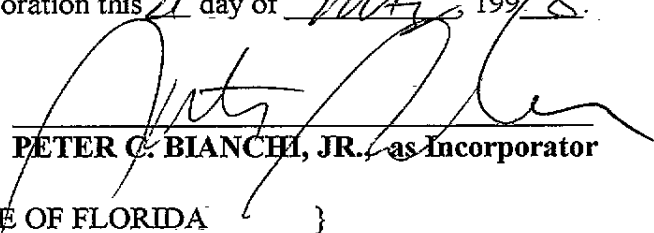
The name and address of the Incorporator of the Corporation is:

PETER C. BIANCHI, JR.
255 University Drive
Coral Gables, FL 33134

ARTICLE XI: INDEMNIFICATION

The Corporation agrees to indemnify its officers, directors and employees to the fullest extent allowed by law.


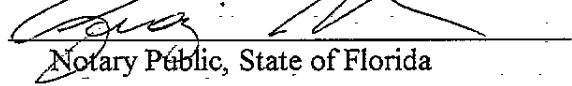
IN WITNESS WHEREOF, the undersigned have executed these Amended Articles of Incorporation this 21st day of MAY, 1995.

By: 
PETER C. BIANCHI, JR. as Incorporator

STATE OF FLORIDA }
: SS
COUNTY OF MIAMI-DADE }

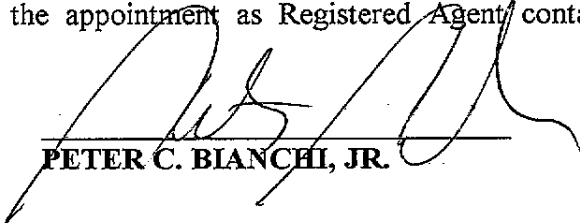
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set above, personally appeared Peter C. Bianchi, Jr., personally known by me, who, upon his oath executed the foregoing instrument for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of MAY, 1995.

 Georgina Valdes
My Commission CC633620
Expires March 27 2001
By: 
Notary Public, State of Florida

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

By: 
PETER C. BIANCHI, JR.