

P99080046478



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 245754 7170239

AUTHORIZATION :

Patricia Pzyut

COST LIMIT : \$ 70.00

ORDER DATE : May 19, 1999

ORDER TIME : 10:36 AM

ORDER NO. : 245754-005

CUSTOMER NO: 7170239

500002879715--2

CUSTOMER: Linda Topping, Paralegal
RICHARD H. LANGLEY
RICHARD H. LANGLEY
700 Almond Street

Clermont, FL 34712

RECEIVED

99 MAY 19 AM 11:24

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: M.M. BOAT WORKS, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS: _____

FILED
99 MAY 19 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

444749

521
425



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 19, 1999

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: M.M. BOAT WORKS, INC.
Ref. Number: W99000011749

We have received your document for M.M. BOAT WORKS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

PLEASE NOTE, ARTICLE IX STATES THAT THE DAY CORPORATE EXISTENCE SHALL BEGIN SHALL BE MAY 14, 1999, THE DATE OF EXECUTION OF THESE ARTICLE OF INCORPORATION. PLEASE NOTE THAT THE ARTICLES WERE SIGNED ON MAY 17. PLEASE MAKE THIS CORRECTION

ALSO PLEASE HAVE MATTHEW SIGN THE REGISTERED AGENT ACCEPTANCE ON PAGE 4.

Please return the original and one copy of 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 (850) 487-6928.

Michelle Milligan
Document Specialist

Letter Number: 099A00027812

RESUBMIT

Please give original
submission date as file date

99 MAY 21 AM 9:19

RECEIVED

ARTICLES OF INCORPORATION
of
M. M. BOAT WORKS, INC.

FILED
99 MAY 19 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: M. M. BOAT WORKS, INC., 411 South Highway 33, Groveland, FL 34726.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE III

Capital Stock

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 10,000 shares of voting stock, each with a par value of \$1.00 per share, and 90,000 shares of nonvoting common stock, each with a par value of 10¢ per share. The holders of the voting common stock and nonvoting common stock shall have the same rights, privileges and powers, including but not limited to the right to participate in dividends, except the holders of the nonvoting common stock shall have no voting rights and all voting rights shall be vested exclusively in the holders of the voting common stock.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

<u>NAME</u>	<u>ADDRESS</u>
Matthew Misuraca	411 South Highway 33 Groveland, FL 34 736

The names and addresses of the Director are:

<u>NAME</u>	<u>ADDRESS</u>
Matthew Misuraca	411 South Highway 33 Groveland, FL 34 736

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of one (1) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX Effective Date

The date that corporate existence shall begin shall be May 14, 1999, the date of execution of these Articles of Incorporation. This election is pursuant to Florida Statute 607.0203.

ARTICLE X Registered Office and Registered Agent

The address of the initial registered office of this corporation is 411 South Highway 33, Groveland, FL 34726. The name of the Registered Agent of this corporation is MATTHEW MISURACA at the above office address.

ARTICLE XI Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this May 17, 1999.


Matthew Misuraca

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for M.M. BOAT WORKS, INC., as stated in these Articles of Incorporation.

Dated: May 14, 1999.



Matthew Misuraca

FILED
99 MAY 19 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA