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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Shalimar Marina, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

R. David Marchetti
(Name of Person)
Wells Marble & Hurst, PLLC
(Firm/Company)
PO Box 131
(Address)
Jackson, MS 39205-0131
(City/State/Zip)

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*****70.00 *****70.00

Should you need to call someone concerning this matter, please call:

R. David Marchetti at (601) 355-8321
(Name of Person) (Area Code & Daytime Telephone Number)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

WELLS MARBLE & HURST, PLLC

ATTORNEYS AT LAW

MAILING ADDRESS:
POST OFFICE BOX 131
JACKSON, MISSISSIPPI 39205-0131

STREET ADDRESS:
600 LAMAR LIFE BUILDING
317 EAST CAPITOL STREET
JACKSON, MISSISSIPPI 39201-3405

TELEPHONE: (601) 355-8321
FACSIMILE: (601) 355-4217

WILLIAM CALVIN WELLS (1844-1914)
MAJOR W. CALVIN WELLS (1878-1957)
WILLIAM CALVIN WELLS, JR. (1908-1988)

January 10, 2000

JAMES S. ARMSTRONG
AMANDA A. BARTON
STEVEN H. BEGLEY
WENDELL H. COOK, JR.
RANDY L. DEAN
DAN H. FAIRLY
LANA E. GILLON
WILLIAM H. GLOVER, JR.
PHILIP A. GUNN
BRIDGET H. HANSFORD
JOHN E. HUGHES, III
JOE JACK HURST
PAIGE C. JONES
J. JERRY LANGFORD
DAVID L. LESTER
ROY H. LIDDELL
KENNA L. MANSFIELD, JR.
ROLAND D. MARBLE
R. DAVID MARCHETTI
JONATHAN T. MCCANTS
KELLY D. SIMPKINS
ERSKINE W. WELLS
WALTER D. WILLSON
R. JAMES YOUNG

Office of Secretary of State
Corporations Division
PO Box 6327
Tallahassee, FL 32314

Re: *Shalimar Marina, Inc.*

Dear Sir/Madam:


Enclosed for filing with your office, please find an original and one copy of an *Application For Certificate of Authority For Foreign Corporation* on the above-captioned corporation, along with a copy of a *Certificate of Existence/Authority* from the Delaware Secretary of State's Office. Please file and return the Certificate of Authority to this office.

Further enclosed is our check in the amount of \$70.00 to cover the filing fee.

If you have any questions, please call my office. Thank you for your assistance.

Sincerely yours,

WELLS MARBLE & HURST, PLLC



R. James Young

RJY/cw
Enclosures
cc: Robert P. Maxon, Jr.

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TALLAHASSEE FLORIDA
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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Shalimar Marina, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. December 10, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 100 Old Ferry Road, Shalimar, FL 32579


(Current mailing address)

8. All lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
- Name: Robert P. Maxon, Jr.
Office Address: 100 Old Ferry Road
Shalimar, Florida, 32579
(Zip code)

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TALLAHASSEE FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Robert P. Maxon, Sr.

Address: 100 Old Ferry Road
Shalimar, FL 32579

Vice Chairman: Robert P. Maxon, Jr.

Address: 100 Old Ferry Road
Shalimar, FL 32579

Director: Samuel Michael Maxon

Address: 1195 Ramblewood Dr.
Gulf Breeze, FL 32561-3172

Director: Eugenia Maxon Lambert

Address: 3754 Everest Drive
Montgomery, AL 36106-3344

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Robert P. Maxon, Jr.

Address: 100 Old Ferry Road
Shalimar, FL 32579

Vice President: _____

Address: _____

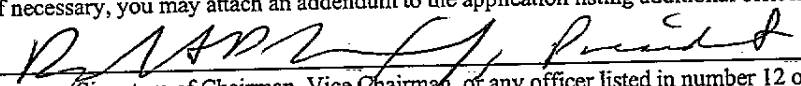
Secretary: Samuel Michael Maxon

Address: 1195 Ramblewood Dr.
Gulf Breeze, FL 32561-3172

Treasurer: Samuel Michael Maxon

Address: 1195 Ramblewood Dr.
Gulf Breeze, FL 32561-3172

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Robert P. Maxon, Jr., President
(Typed or printed name and capacity of person signing application)

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DIRECTORS: Continued

Genevieve Maxon Stark
5913 Lookout Mountain Drive
Austin, TX 78731

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHALIMAR MARINA, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JANUARY, A.D. 2000.

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00 JAN 14 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION: 0180891

DATE: 01-05-00