

F95000004549

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

500001580975
-09/11/95--01011--007
*****70.00 *****70.00

SUBJECT: FLORIDA MARINE CENTER, INC
(Name of corporation - must include suffix)

W95-18242

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:

WALT MAGINNIS
(Name of Person)
FLORIDA MARINE CENTER, INC
(Firm/Company)
280 N. RIDGEWOOD AVE.
(Address)
DAYTONA BEACH, FL 32114
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 19 PM 2:12

FILED

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

WALT MAGINNIS at (904) 254-7700
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
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



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 12, 1995

**FLORIDA MARINE CENTER INC.
WALT MAGINNIS
280 N. RIDGEWOOD AVE.
DAYTONA BEACH, FL 32114**

**SUBJECT: FLORIDA MARINE CENTER, INC.
Ref. Number: W95000018242**

We have received your document for FLORIDA MARINE CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please return 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 (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 095A00041802

**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. FLORIDA MARINE CENTER, 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. DELEWARE
(State or country under the law of which it is incorporated)
3. 59-3305258
(FEI number, if applicable)
4. 4-27-95
(Date of Incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. 5-1-95
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 280 N. RIDGEWOOD AVE.
DAYTONA BEACH, FL 32114
(Current mailing address)
8. RETAIL BOAT SALES & SERVICE
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box acceptable)
Name: WALTER MAGINNIS
Office Address: 280 N. RIDGEWOOD AVE.
DAYTONA BEACH, , Florida, 32114
(Zip Code)

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.

Walter Maginnis
(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.

FILED
95 SEP 19 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: WALTER K. MAGINNIS

Address: 6 TISBERRY Hill CT.
GAITHERS BURG, MD 20877

Vice President: CAROL L. MAGINNIS

Address: 6 TISBERRY Hill CT.
GAITHERS BURG, MD 20877

Secretary: WALTER E. MAGINNIS

Address: 931 B MEADOWVIEW DR.
PORT ORANGE, FL 32127

Treasurer: _____

Address: _____

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

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

14. WALTER E. MAGINNIS SECRETARY
(Typed or printed name and capacity of person signing application)

FILED
95 SEP 19 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

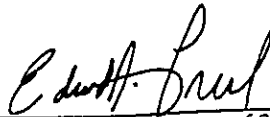
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FLORIDA MARINE CENTER, 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 THIRTIETH DAY OF AUGUST, A.D. 1995.

FILED
95 SEP 19 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Edward J. Freel, Secretary of State

2493747 8300

950194974

AUTHENTICATION: 7624397

DATE: 08-30-95

CERTIFICATE OF INCORPORATION
OF
FLORIDA MARINE CENTER, INC.
A CLOSE CORPORATION

FIRST: The name of the corporation is:
FLORIDA MARINE CENTER, INC.

SECOND: Its registered office in the State of Delaware is located at 25 Greystone Manor, Lewes, DE 19958-9776, County of Sussex. The registered agent in charge thereof is *Harvard Business Services, Inc.*

THIRD: The purpose of the corporation is to engage in any lawful activity for which corporations may be organized under the General Corporation Law of Delaware in addition the purpose of this corporation is International Trading, Investments and Consulting.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is 1,500 shares having a par value of \$ 0.00 per share.

FIFTH: The corporation shall make no offering of any of its stock which would constitute a "public offering" within the meaning of the U.S. Act of 1933, as amended.

SIXTH: The corporation shall be managed by the stockholders without a Board of Directors. The stockholders need not call a meeting to elect directors. The stockholders are deemed to be directors and shall be subject to all liabilities of the Directors under section 351 of the Delaware Code. The initial stockholders shall be:

WALTER K. MAGINNIS/CAROL L. MAGINNIS/WALTER E. MAGINNIS
6 TISBERRY HILL COURT / GAITHERSBURG, MD 20877

SEVENTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

EIGHTH: All of the issued stock shall be subject to the following restriction on transfer permitted by Section 202 of the General Corporation Law: "Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day first refusal option to purchase his stock should he elect to sell his stock."

NINTH: The incorporator is Harvard Business Services, Inc., whose mailing address is 25 Greystone Manor, Lewes, DE 19958-9776. The powers of the incorporator are to terminate upon the filing of this certificate of incorporation.

TENTH: To the fullest extent permitted by the Delaware General Corporation Law a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

I, Richard H. Bell, for the purpose of forming a corporation under the laws of Delaware do make and file this certificate, and do certify that the facts herein stated are true; and have accordingly signed below, this 27th day of April, 1995.

Signed and Attested to by: _____

Richard H. Bell
Richard H. Bell, President & Secretary
HARVARD BUSINESS SERVICES, INC.

This document is filed with:
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM April 27, 1995
FILE NUMBER: 24957-47

DEBIT MEMORANDUM

FOR OFFICIAL USE

DATE

NUMBER

TO :

DEPARTMENT OF STATE

F95000004549

STATE OF FLORIDA

OFFICE OF STATE TREASURER

TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	932.50	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	932.50	OTHER	4

CROSS REF	SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	1	30.00
12	45-20-2-130001-45300000-00-000100-00	4	35.00
12	45-20-2-130001-45300000-00-000100-00	1	70.00
12	45-20-2-130001-45300000-00-000100-00	2	70.00
12	45-20-2-130001-45300000-00-000100-00	1	122.50
12	45-20-2-130001-45300000-00-000100-00	1	155.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00

GRAND TOTAL:

\$ 932.50

=====

Process Date: 09/18/95

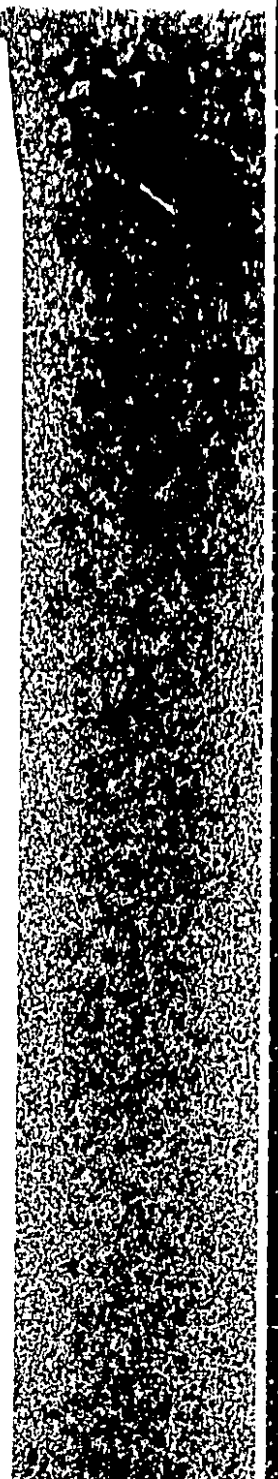
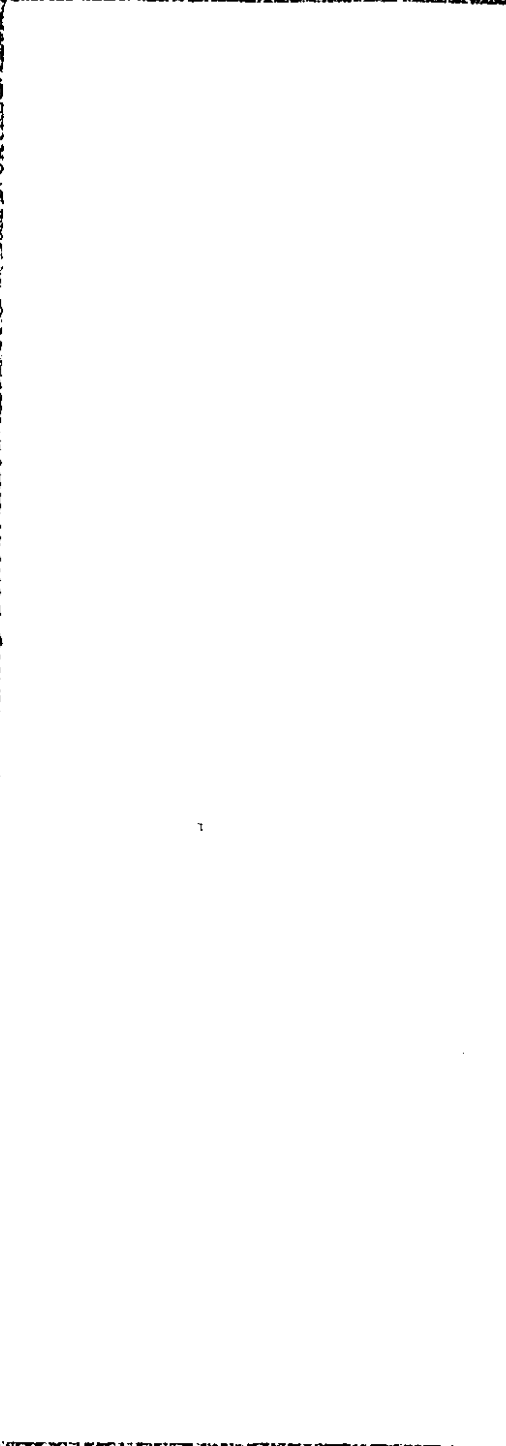
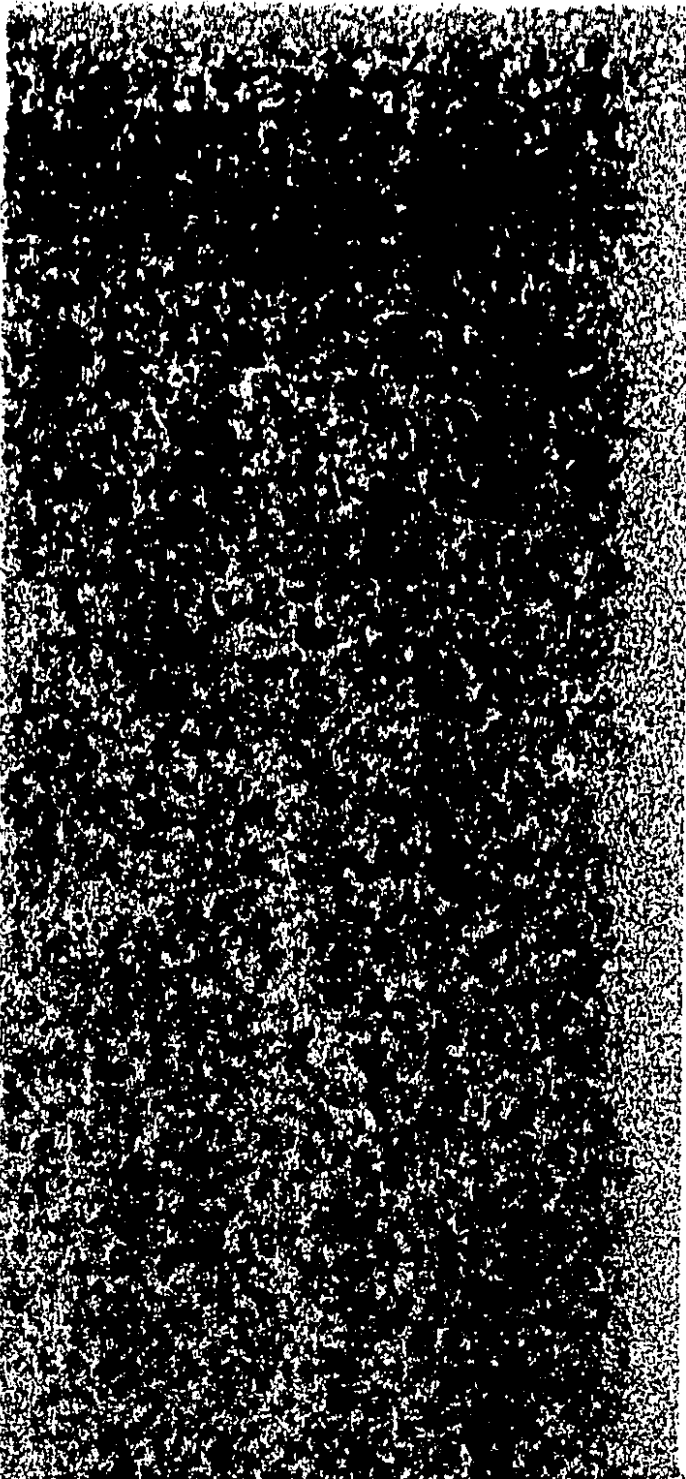
The above named fund(s) has been reduced by the amount
this check(s) under authority of Section 215.34, F.S.

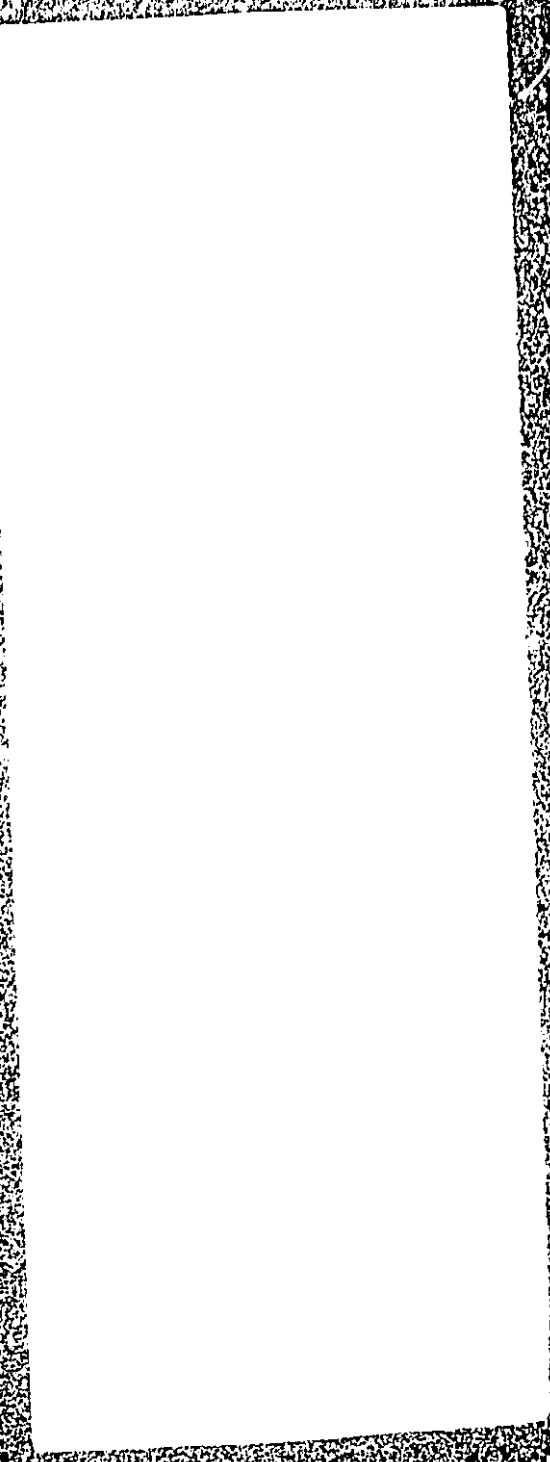
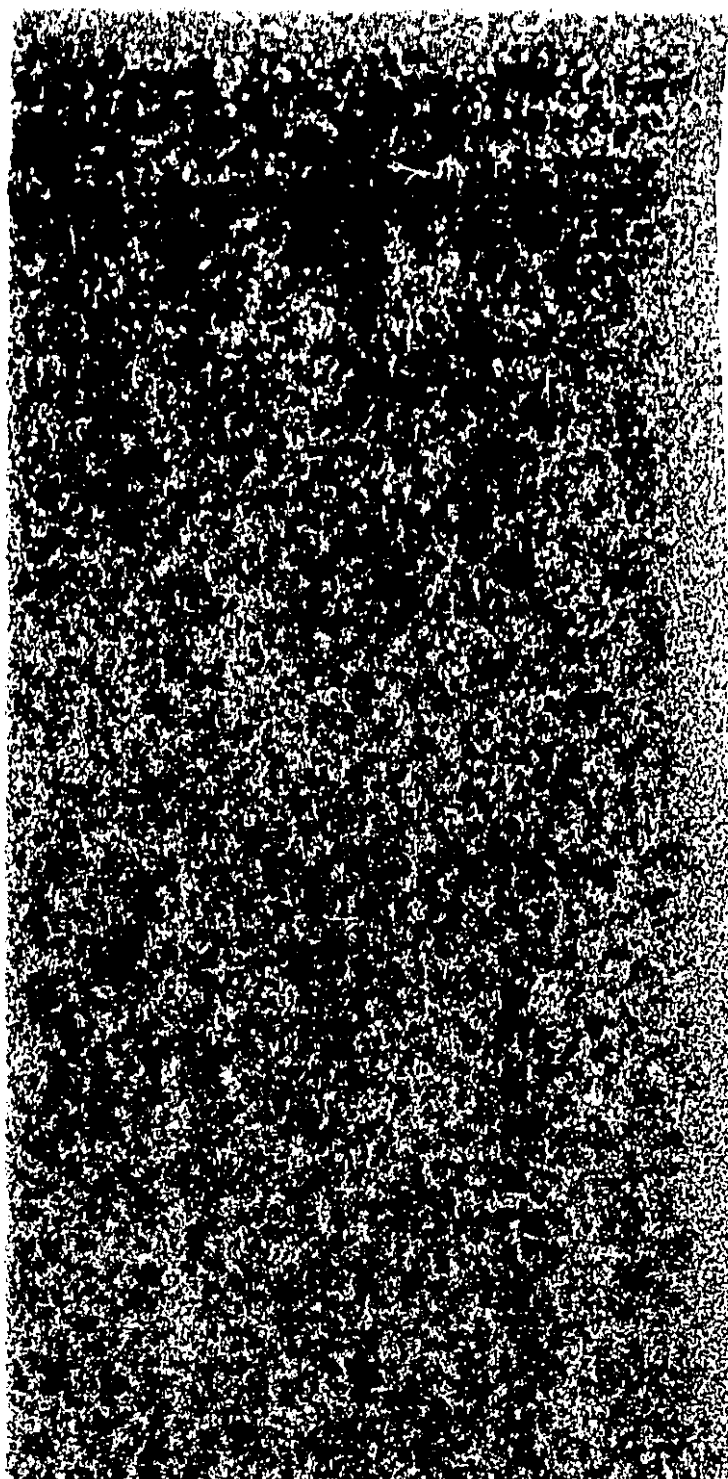
State Treasurer

RECEIVED

SEP 20 1995

Bill Nelson







FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 13, 1995

Florida Marine Center
280 N. Ridgewood Avenue
Daytona Beach, FL 32114

SUBJECT: FLORIDA MARINE CENTER, INC.
Ref. Number: F95000004549

Debit Memo #: 60976-D

This is to inform you that your check #1171 dated September 5, 1995 in the amount of \$70.00 and submitted for FLORIDA MARINE CENTER, INC. has been returned to us by your bank because of Nonsufficient Funds.

We request that you remit a cashier's check or money order in amount of \$85.00 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call
(904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 095A00046341



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 20, 1995

**Florida Marine Center
280 N. Ridgewood Avenue
Daytona Beach, FL 32114**

**SUBJECT: FLORIDA MARINE CENTER, INC.
Ref. Number: F9500004549**

Debit Memo #: 60976-D

Due to your failure to respond to our previous letter advising you of the returned check #1171, the Articles of Incorporation for FLORIDA MARINE CENTER, INC. have been cancelled and are considered not filed as of November 16, 1995.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

**Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations**

Letter number: 495A00051248