

Document Number Only

F 98000005358

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

500002648075--1

-09/24/98-01041-021
*****70.00 *****70.00

Marine Max of Jacksonville, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 24 PM 12:18

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- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
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- Amendment
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- Change of R.A.
- UCC
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Acknowledgment
W.P. Verifier

SEP 24 1998

Thanks Jeff

DIVISION OF CORPORATION

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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. MarineMax of Jacksonville, 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 (State or country under the law of which it is incorporated) 3. 59-3529057 (FEI number, if applicable)

4. July 14, 1998 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist for "perpetual")

6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 18167 U.S. Highway 19 North, Suite 499, Clearwater, Florida 33764
(Current mailing address)

8. See attached purpose clause
(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:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System
Vickie M. Prince
Vickie M. Prince (Registered agent's signature) (Officer)
Assistant Secretary

(Type Name and Title of Officer)

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TALLAHASSEE
FLORIDA
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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:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: William H. McGill, Jr. _____

Address: 18167 U.S. Highway 19 North, Suite 499
Clearwater, Florida 33764 _____

Director: Michael H. McLamb _____

Address: 18167 U.S. Highway 19 North, Suite 499
Clearwater, Florida 33764 _____

B. OFFICERS

President: see attached list of officers _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

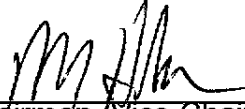
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TALLAHASSEE FLORIDA

Treasurer: _____

Address: _____

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. Michael H. McLamb, Secretary

(Typed or printed name and capacity of person signing application)

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
MarineMax of Jacksonville, Inc.**

The Corporation sells, rents and leases, boating, nautical and other similar lifestyle entertainment products and services, along with any other similar lawful business enterprise.

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TALLAHASSEE FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
MarineMax of Jacksonville, Inc.**

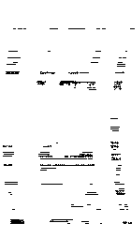
1. William H. McGill, Jr., President
18167 U.S. Highway 19 North, Suite 499
Clearwater, Florida 33764
2. Michael H. McLamb, Secretary
18167 U.S. Highway 19 North, Suite 499
Clearwater, Florida 33764
3. Leslie Bahr, Assistant Secretary
18167 U.S. Highway 19 North, Suite 499
Clearwater, Florida 33764
4. John Jordan, Vice President
18167 U.S. Highway 19 North, Suite 499
Clearwater, Florida 33764

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MARINEMAX OF JACKSONVILLE, 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 TWENTY-THIRD DAY OF SEPTEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9317872
DATE: 09-23-98