

Document Number Only

F98000005606

C. T Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301

City State Zip Phone

CORPORATION(S) NAME

800002658058--1
-10/07/98--01083--012
*****70.00 *****70.00

Marine Max Motor Yachts, Inc

98 OCT - 7 PM 3:14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name
- CUS
- After 4:30
- Pick Up

RECEIVED

10/7

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

10/7/98

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED
THANKS
JOEY

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 Motor Yachts, 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. Appl'd for
(FEI number, if applicable)
4. September 17, 1998
(Date of incorporation)
5. Perpetual
(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 817.156, 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

(Registered agent's signature) (Officer)
Vickie M. Prince Assistant Secretary

(Type Name and Title of Officer)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT - 7 PM 3:14

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: _____

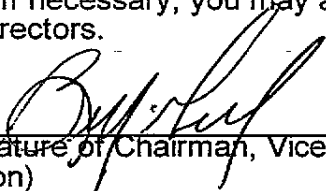
Secretary: _____

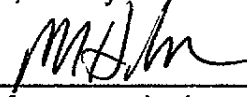
Address: _____

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, Vice President  _____
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -7 PM 3:14

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

**Officers of
MarineMax Motor Yachts, Inc.**

1. William H. McGill, Jr., President
18167 U.S. Highway 19 North, Suite 499
Clearwater, Florida 33764
2. Michael H. McLamb, Vice President/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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -7 PM 3:14

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

**Purpose Clause of
MarineMax Motor Yachts, 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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -7 PM 3:14

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 MOTOR YACHTS, 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 EIGHTEENTH DAY OF SEPTEMBER, A.D. 1998.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2945698 8300

981362428

AUTHENTICATION:

9308963

DATE:

09-18-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -7 PM 3: 14