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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FOREIGN LIMITED LIABILITY COMPANY

MARINEMAX YACHTS, LLC

RECEIVED
00 DEC 20 PM 12:41
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**IN COMPLIANCE WITH SECTION 608.503 FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO
TRANSACTION BUSINESS IN THE STATE OF FLORIDA:**

1. The name of the limited liability company is **MARINEMAX YACHTS, LLC** ("Company")
2. Jurisdiction under the law of which the Company is organized: Delaware
3. The FEI number is: Applied for
4. Date of organization: December 18, 2000
5. Duration: Perpetual
6. Date first transacted business in Florida: Upon filing of this registration of foreign limited liability company.
7. The street address of the Company's principal office is 18167 US Highway 19 North, Suite 499, Clearwater, Florida 33764.
8. The Company is a manager-managed company.
9. The business address(es) of the managing members or manager(s) is/are as follows:

18167 US Highway 19 North
Suite 499
Clearwater, Florida 33764.
10. Attached is an original certificate of existence, no more than ninety (90) days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which the Company is organized.
11. Nature of business or purposes to be conducted or promoted in Florida: the transaction of any lawful business.

MARINEMAX YACHTS, LLC,
a Delaware limited liability company

By: 
Michael McLamb, Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.**

1. The name of the limited liability company is **MARINEMAX YACHTS, LLC.**
2. The name and Florida street address of the registered agent and office are:

Corpdirect Agents
103 N. Meridian Street
Lower Level
Tallahassee, Florida 32301

Having been named as registered agent and to accept service of process for the above named limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

CORPDIRECT AGENTS

By: Pam Wolfe
Print Name: Pam Wolfe
Title: It's Agent

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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 "MARINEMAX YACHTS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MARINEMAX YACHTS, LLC" WAS FORMED ON THE EIGHTEENTH DAY OF DECEMBER, A.D. 2000.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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

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AUTHENTICATION: 0864209

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DATE: 12-19-00