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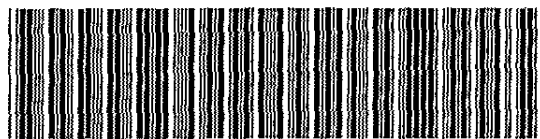
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TALLAHASSEE, FLORIDA

TS04/22/04

**MICHAEL A. KRAMER**  
ATTORNEY AND COUNSELOR AT LAW  
P.O. BOX 181268  
CASSELBERRY, FL 32718  
(407) 834-4847

April 13, 2003

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

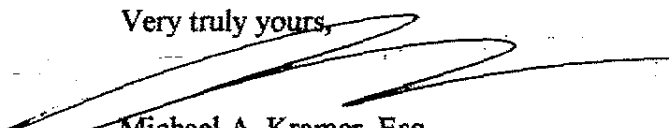
Re: MARINA QUEEN.COM, INC.

Enclosed please find one original and a copy of the Articles of Incorporation for MARINA QUEEN.COM, INC. Also enclosed please find my check in the amount of \$70.00 to cover the filing fee.

Please return the copy to me with the stamped in date and your cover letter indicating the corporate number.

Thank you for your attention to this matter.

Very truly yours,

  
Michael A. Kramer, Esq.

Transmittal MARINA QUEEN, INC.

ARTICLES OF INCORPORATION OF  
MARINA QUEEN.COM, INC.

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TALLAHASSEE, FLORIDA

The undersigned Incorporators to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation Not For Profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is MARINA QUEEN.COM, INC.

ARTICLE II - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation is to be at 701 North Winter Park Drive, Casselberry, FL 32707. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE III - NATURE OF BUSINESS

The specific purpose or purposes for which the corporation is organized is as follows: To conduct research, study, publish and implement solutions on the nations growing problem of obsolete and inoperative boats "Marina Queens" clogging a dwindling number of marinas further limiting available marina space; and, To establish and maintain an education resource website for elementary school students, parents and teachers providing learning experiences in Science and Social Studies based on Sunshine State Standards using examples, projects, experiments and data found in Florida's aquatic basins.

The general character or nature of the business to be transacted by this corporation is as follows:

(a) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied, and to encumber or dispose of any lands, or interest in lands, and any buildings or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds improve or unimproved, or any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade,

lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation, or calculated to facilitate the same.

(h) To carry on any or all of its operations and business, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers, or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

#### ARTICLE IV - DIRECTORS

The corporation shall have Three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-laws,

but shall never be less than Three (3). The manner in which Directors are elected or appointed is as follows: The Directors of the corporation shall be elected by the affirmative vote of a majority of the Members of the corporation at the annual Meeting of the Members.

#### ARTICLE V - INITIAL DIRECTORS AND INITIAL OFFICERS

The names and street addresses of the initial three (3) Directors who shall hold office until their successors are elected and have qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Robert C. Goff	P. O. Box 300809 Fern Park, Florida 32730-0809
2 Mary S. Werner	P. O. Box 300809 Fern Park, Florida 32730-0809
3 Brittany D. Goff	P. O. Box 300809 Fern Park, Florida 32730-0809

The affairs of the corporation shall be managed by a President, Secretary, and Treasurer, and such other officers as the Bylaws shall from time to time designate. The officers of the corporation shall be elected by the Board of Directors at its annual meeting as established by the Bylaws. The names of the initial officers who shall hold office until their successors are elected and have qualified are as follows:

President:	Robert C. Goff
Secretary:	Mary S. Werner
Treasurer	Mary S. Werner

#### ARTICLE VI - REGISTERED AGENT

The registered agent of this corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>
Robert C. Goff	701 North Winter Park Drive Casselberry, Florida 32702

#### ARTICLE VII - INCORPORATORS

The names and street addresses of the Incorporators to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Robert C. Goff	P. O. Box 300809 Fern Park, Florida 32730-0809
2 Mary S. Werner	P. O. Box 300809 Fern Park, Florida 32730-0809
3 Brittany D. Goff	P. O. Box 300809 Fern Park, Florida 32730-0809

#### ARTICLE VIII - MEMBERS

The Members of the corporation shall be such persons as the Board of Directors determines to be interested in the activities of the corporation and shall be admitted upon two-thirds (2/3) vote of approval of the Board of Directors, and satisfaction of any further admission criteria as shall be established by the Bylaws of the corporation.

#### ARTICLE IX - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date they are filed with the State of Florida, Division of Corporations.

#### ARTICLE X - TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be made, altered, amended, or repealed by the affirmative vote of a majority of the Members of the corporation.

#### ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be proposed by the Board of Directors and adopted by the affirmative vote of a majority of the Members of the corporation.

#### ARTICLE XIII - INDEMNIFICATION

The corporation shall indemnify any officer and director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV - INTERNAL REVENUE CODE 501 (c) (3) PROVISION**

Notwithstanding any other provisions of these articles, this organization shall not carry on any activity not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 14 day of April, 2004.

INCORPORATORS:

Robert C. Goff

Mary S. Werner

Brittany D. Goff

Having been named as Registered Agent and to accept Service of Process for the above-stated corporation at the place designated herein, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Robert C. Goff

DATE: April 14, 2004

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04 APR 19 PM 1:24  
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