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CERTIFIED CIRCUIT COURT
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July 3, 2000

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

900003313209--4
-07/05/00--01080--016
122.50 **78.75

Re: J. & W. Marine Supplies, Inc.

Dear Sir/Madam:

Enclosed herein please find an original and one copy of the proposed Articles of Incorporation for the above-named corporation for filing.

If same meets with your approval, please certify the enclosed copy and return in the envelope provided. My check # 6645 in the amount of \$122.50 is enclosed for the filing fee and certified copy. A return envelope is provided for your convenience.

Please advise should you require any additional information.

Very truly yours,

Dictated by Mr. Windt -
Mailed without signature
to avoid delay.

Jack Wm. Windt

JWW/dg

FILED
00 JUL -5 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-7
60

ARTICLES OF INCORPORATION
OF

J. & W. MARINE SUPPLIES, INC.

FILED
00 JUL -5 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

1. The name of the corporation is: J. & W. MARINE SUPPLIES, INC.

2. The general nature and purpose of business to be transacted, promoted and carried on by the corporation are as follows:

(a) To be engaged in the marine supply and boat business.

(b) To engage and render services only through its officers, agents and employees who shall be in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same services as this corporation.

(c) To invest its funds in real estate, mortgages, stocks, bonds and any other type of investment permitted by law.

(d) To engage in no other business other than the rendition of the services specified herein.

(e) To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

3. The term of existence of the corporation is perpetual.

4. The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

5. The aggregate number of shares which the corporation has authority to issue is: 1000 shares, all of which shall be common shares with par value of \$1.00.

6. The principal address of the corporation is: 2389 Ringling Boulevard, Suite A, Sarasota, Florida 34237.

7. The street address of the initial registered agent of the corporation is: 1920 Golf Street, Sarasota, Florida 34236 and the name of the initial registered agent at such address is Kenneth D. Chapman, Esquire.

8. The Board of Directors of the corporation shall consist of not less than one (1) member.

9. The names and addresses of the first Board of Directors are:

**Jack Wm. Windt, Esquire President/Treasurer/Secretary
2389 Ringling Boulevard, Suite A
Sarasota, Florida 34237**

10. The names and addresses of the incorporators are:

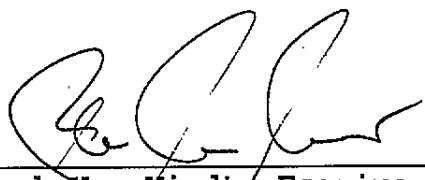
**Jack Wm. Windt, Esquire President/Treasurer/Secretary
2389 Ringling Boulevard, Suite A
Sarasota, Florida 34237**

11. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

12. No contract or other transaction between the corporation and other corporations in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party

or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or are interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be similarly interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, I have subscribed my name this 27th day of JUNE, 2000.



Jack Wm. Windt, Esquire
Subscriber

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me this 27th day of June, 2000, by Jack Wm. Windt, Esquire.



Terry J Tamburino
My Commission CC625525
Expires March 19, 2001

Terry J Tamburino
Notary Public Signature
My Commission Expires:

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE OF REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above stated corporation at the registered office designated in the Articles of Incorporation, I hereby accept such designation and agree to serve as Registered Agent.

Kenneth D Chapman
KENNETH D. CHAPMAN, ESQUIRE
Registered Agent

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27th day of June, 2000 by KENNETH D. CHAPMAN, ESQUIRE.



Terry J Tamburino
My Commission CC625525
Expires March 19, 2001

Terry J Tamburino
Notary Public Signature
My Commission Expires:

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

FILED
00 JUL -5 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WAIVER OF NOTICE OF ORGANIZATION MEETING OF
INCORPORATORS AND DIRECTORS**

We, the undersigned, being the incorporators and directors named in the Articles of Incorporation of **J. & W. MARINE SUPPLIES, INC.**, a Florida corporation, hereby waives notice of organization meeting of the incorporators and directors of the corporation and agree that JUNE 27TH shall be the time and 2389 Ringling Boulevard, Suite A, Sarasota, Florida 34237 shall be the place for holding this organization meeting.

DATED:

June 27, 2000



JACK WM. WINDT, ESQUIRE
President/Treasurer

FILED
00 JUL -5 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA