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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : DIANE M. MCGUIRE  
Account Number : 119990000129  
Phone : (305) 453-0707  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Bayside Marine Canvas Products, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF**

**Bayside Marine Canvas Products, Inc.  
A Florida Profit Corporation**

(Pursuant to Chapter 607 and 621, Florida Statutes)

The undersigned person has signed this document for the purpose of forming a corporation under the laws of Florida and adopts the following Articles of Incorporation.

1. **Name.** The name of this corporation is **Bayside Marine Canvas Products, Inc.** The period of duration shall be perpetual.

2. **Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time. No other purpose limits this general purpose in any way.

This corporation shall have the broad general powers set forth in s. 607.0302, Florida Statutes, and the purpose for which this corporation is organized is:

Any and all Legal Business

3. **Authorized Capital.** The corporation shall have the authority to issue 1000 shares of common stock. All shares shall be voting shares.

4. **Principal Place of Business and Mailing Address.** The principal place of business of the corporation shall be: 103100-11 Overseas Highway, Key Largo, FL 33037. The mailing address shall be: 103100-11 Overseas Highway, Key Largo, FL 33037.

5. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws but in any event shall consist of no fewer than one member. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting, as shall be provided in the bylaws.

The initial Board of Directors shall consist of two people, who shall serve until the first annual meeting of the shareholders, and whose names and address is:

Richard E. Shaffer and  
I. David Cutler  
103100-11 Overseas Highway, Key Largo, FL 33037

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6. **Registered Agent.**

The name and Florida street address of the Registered Agent of the Corporation is:

Richard E. Shaffer  
103100-11 Overseas Highway  
Key Largo, FL 33037

7. **Incorporator.** The name and address of the incorporator is:

Diane M. McGuire  
99551 Overseas Highway, Suite 200  
Key Largo, FL 33037

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation, intending that they be effective as of July 13, 2001.

Date: 7/13/01

Diane M. McGuire  
Diane M. McGuire

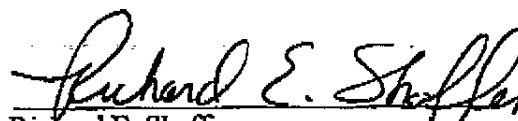
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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATE: 7/13/01

  
Richard E. Shaffer

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