



PO1000100355

ACCOUNT NO. : 072100000032

REFERENCE : 968333 3623A

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 78.75

2001 OCT 16 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 16, 2001

ORDER TIME : 10:01 AM

ORDER NO. : 968333-005

CUSTOMER NO: 3623A

CUSTOMER: Ms. Vicki Pereira
Robert E. Cobb, Esq

4530 North Federal Highway

Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: MARINE TOOLING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

800004638058--2

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

JS
10/16/01

RECEIVED
OCT 16 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
MARINE TOOLING, INC.

2001 OCT 16 PM 2:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purposes of becoming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

I.

The name of this corporation shall be:

MARINE TOOLING, INC.

II.

The purposes for which this corporation is formed is to do all and any of the things hereinafter set forth to the same extent as natural persons might or could do, namely: To engage generally in the business of inspecting, repairing, restoring, owning, operating, and otherwise dealing with, personal property of all types and kinds relating to the marine business, rigging, equipment, engines, service, delivery, marine electronics, and any and all other types of equipment, parts, components, and component systems relating to the marine industry;

To engage generally in the business of providing advice and consultation relating to manufacturing, distribution, service, personnel management, training, re-training, and any and all other services to any and all persons, firms or corporations;

To purchase and sell businesses, real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing, or doing any work in connection with any and all types of buildings and improvements of any kind and nature whatsoever, including the locating, laying out, and construction of roads, avenues, slips, canals, walls, power plants and generally all classes of buildings, erections and works, both public and private, or integral parts thereof;

To purchase, lease, or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings of any kind, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts, and claims, trademarks, tradenames, and any interest in real and personal property. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or other obligations from time to time, for the purchase of property or for any other purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust, or otherwise. To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to

carry on, and in connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business;

To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation;

To carry on the business of the corporation in any place or places within or without the jurisdiction of the United States of America, and in any and all countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of or deal with real and personal property at such place or places;

To make, enter into, perform and carry out contracts of every sort and kind which may be necessary or convenient to the business of the corporation, or business of a similar nature, with any persons, firms, corporation, either private, public, or municipal body politic under the Government of the United States of America, or any State or Country, Territory or Colony thereof, or any foreign government, so far as, and to the extent that the same may be done and performed by corporations organized under the laws of the State of Florida pertaining to corporations for profit. To do all and everything necessary, suitable and proper for the purpose, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with any other corporation or corporations, firms, or individuals and either as principal or agent, and to do all or any and every other act, thing or things, incidental to or appurtenant to or growing out of or connected with the aforesaid objects, purposes, or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner, the general powers of the corporation, and the enjoyment and exercise of such general powers as are conferred upon corporations for profit, organized under the Laws of the State of Florida, pertaining to corporations for profit.

III.

The authorized capital stock of this Corporation shall be 7,500 share of Common Stock having a par value of One Dollar (\$1.00) per share. All of said stock shall be payable in cash, property, labor, or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. These shares of stock shall be offered in accordance with Section 1244 of the Internal Revenue Code of the United States of America. Property, labor or services may be purchased and paid for with Capital Stock of this Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The amount of Capital with which this corporation shall commence business shall be no less than Five Hundred (\$500.00) Dollars.

IV.

This Corporation shall have perpetual existence.

V.

The principal place of business of this corporation shall be:

**742 S. E. Essex Drive,
Port St. Lucie, Florida, FL 34984.**

VI.

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

ROGER DUNSHEE	742 S. E. Essex Drive, Port St. Lucie, FL 34984
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VII.

The names and post office addresses of the Officers of this Corporation, who shall hold office for the first year, or until their successors are elected, are:

President/Secretary,	ROGER DUNSHEE 742 S. E. Essex Drive Port St. Lucie, FL 34984
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Vice President	DAVID EAST 2389 S. E. Seamist St. Port St. Lucie, FL 34982
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VIII.

The number of Directors of this Corporation shall be not less than one, nor more than five.

IX.

The registered office and the initial post office address of the principal office of the Corporation in the State of Florida is:

**742 S. E. Essex Drive
Port St. Lucie, FL 34984**

and ROGER DUNSHEE has been named as the Registered Agent of the Corporation, and his address is: **742 S. E. Essex Drive, Port St. Lucie, FL 34984.**


The Board of Directors may from time to time move the principal office of the corporation to any other address within or without the State of Florida.

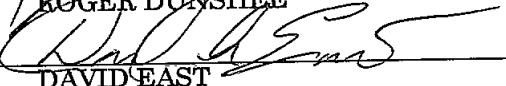
X.

The names and post office address of the subscriber to this Certificate of Incorporation, and the number of shares of stock which he/she agrees to take, paying therefor One Dollar (\$1.00) for each share, is as follows:

ROGER DUNSHEE	742 S. E. Essex Drive Port St. Lucie, FL 34984	750.00
DAVID EAST	2389 S. E. Seamist Street Port St. Lucie, FL 34952	

IN WITNESS OF THE OF THE FOREGOING, WE have hereunto set our hands and seals this 9th day of October, 2001.



ROGER DUNSHEE


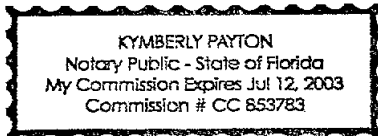
DAVID EAST

STATE OF FLORIDA

COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this 9th day of October, 2001, personally came before me, the undersigned authority, ROGER DUNSHEE and DAVID EAST, to me well known, and known to me to be the persons of that name described in and who executed the foregoing Certificate of Incorporation, and who acknowledged before me that said execution was their free and voluntary acts and deeds for the purposes therein expressed.

WITNESS my hand and official seal at Port St. Lucie, St. Lucie County, and State of Florida the day and year first above written.



 10/9/01

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, FLORIDA STATUTES, the following
is submitted, in compliance with said Act:

FIRST: That MARINE TOOLING, INC. is desiring to organize under
the Laws of the State of Florida, with its principal office as indicated on the
Certificate of Incorporation in the City of Port St. Lucie, has named ROGER
DUNSHEE, located at 742 S. E. Essex Drive, Port St. Lucie, Florida 34984,
as its agent to accept Service of Process within this State.

ACKNOWLEDGMENT: Having been named to accept Service of
Process for the above stated corporation, at the place designated in this
Certificate, I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.

By: _____

ROGER DUNSHEE
Registered Agent

2001 OCT 16 PM 2:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA