



**Douglas Donsky**

Certified Public Accountant

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October 24, 2001

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Department of State  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

Re: H & J Marine, Inc.

-Dear Division of Corporations;

I have enclosed the Articles of Incorporation with respect to the above-referenced corporation, as well as the following:

- 1.. The filing fee of \$70; and
2. Two duplicate copies of said Articles of Incorporation, to be returned to me upon filing.

If you have any questions regarding this matter, do not hesitate to contact me at the above telephone number.

Very truly yours,

Douglas I. Donsky, CPA

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01 OCT 26 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION  
OF

H & J Marine, Inc.

FILED

01 OCT 26 PM 3:18

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

ARTICLE I

The name of the corporation is H & J Marine, Inc..

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any or lawful business.

ARTICLE III: DURATION AND EFFECTIVE DATE

This corporation shall exist perpetually. The effective date of this corporation shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 1,000, all of which shall be of the same class, shall be of the same par value of \$1.00 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting power and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfers of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### ARTICLE V: REGISTERED AND PRINCIPAL OFFICES

The street address of the initial registered office of this corporation is 1352 Mayfair Road, Jacksonville, FL 32202 and the name of the initial registered agent of this corporation at that address is Sharon B. Johnson.

The mailing address of the corporation is 1352 Mayfair Road, Jacksonville, FL 32202.

#### ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial directors, until the first annual meeting of the shareholders, are as follows:

Sharon B. Johnson

1352 Mayfair Road  
Jacksonville, FL 32202

Gary W. Hall

1352 Mayfair Road  
Jacksonville, FL 32202

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for the reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VII: BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

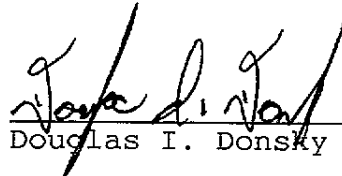
ARTICLE VIII: INCORPORATOR

The name and street address of the incorporator of this corporation is:

Douglas I. Donsky

9780 Creekfront Road, #505  
Jacksonville, FL 32256

IN WITNESS HEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation as of this 24th day of October, 2001.

  
Douglas I. Donsky

STATE OF FLORIDA


COUNTY OF DUVAL

Subscribed and sworn to (or affirmed) before me this 24th day of October, 2001, by Douglas I Donsky, who is personally known to me or has produced Drivers License as identification, and who did not take an oath.

NOTARY PUBLIC:

sign: Pamela I Kimball  
print: \_\_\_\_\_

State of Florida at Large  
(Seal)

 Pamela I Kimball  
My Commission CC916737  
Expires March 07 2004

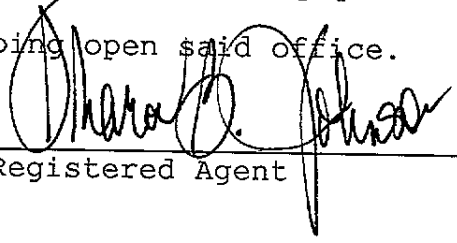
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

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

First, that H & J Marine, Inc., desiring to organize under the laws of the State of Florida with its principal office, is indicated in the Certificate of Incorporation, at the city of Jacksonville, County of Duval, State of Florida, has named Sharon B. Johnson, located at 1352 Mayfair Road, Jacksonville, FL 32202, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in the certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By   
Registered Agent

FILED  
01 OCT 26 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA