

P02000035042

CARTER MARINE ENTERPRISES, INC.

14201 Chancellor Street

Fort Myers, FL 33905

(941) 693-0760

(941) 671-8276 (cell)

March 26, 2002

Florida Department of State

Office of Secretary of State

Division of Corporations

Post Office Box 6237

Tallahassee, FL 32314

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*****78.75 *****78.75

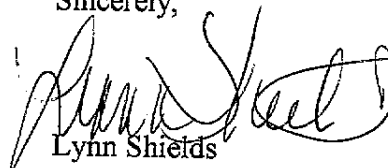
RE: Articles of Incorporation- Carter Marine Enterprises

To Whom It May Concern:

Enclosed is our Articles of Incorporation for CARTER MARINE ENTERPRISES, INC. original and one copy. We have also enclosed our check in the amount of \$78.75 as the necessary fees for filing of this corporation.

Thank you for your attention to this matter.

Sincerely,


Lynn Shields

DWC:ls

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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1002-8536

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**ARTICLES OF INCORPORATION
OF
CARTER MARINE ENTERPRISES, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is CARTER MARINE ENTERPRISES, INC

ARTICLE II-DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of this business of businesses to be transacted by this corporation is:

- (1) Residential and commercial docks and lifts.
- (2) Open for any type of business the corporation deems to be profitable.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock authorized to be issued by this corporation is 1,000 shares of capital stock of the par value of \$1.00 each, all of which shall have the same rights and privileges.

Each share of capital stock shall entitle the holder thereof to one vote any stockholder's meeting and otherwise to participate in all such meetings and in the assets of the corporation. They shall be issued for such consideration as may be determined by the Board of Directors, which shall have a value at least equal to the full par value of such shares. They may be paid for in lawful money of the United States of America, or in property, labor, or services.

No holders of shares of any class of stock, now or hereafter authorized, shall have any right as such to purchase, subscribe for or otherwise acquire from the corporation any shares of its stock of any class or any securities convertible into shares of its stock, or any warrants or rights to subscribe for or purchase shares of its stock, whether now or hereafter authorized, except such rights as the Board of Directors in its absolute discretion may grant to such holders.

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TALLAHASSEE, FLORIDA
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ARTICLE V – DIRECTOR

The corporation shall have one director initially, whose name and street address is as follows:

Donald W. Carter, Jr.
14201 Chancellor Street
Fort Myers, FL 33905

ARTICLE VI- INITIAL CAPITAL

The corporation shall begin business with a paid in capital of One Thousand Dollars (\$1,000.00).

ARTICLE VII - EXISTENCE

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VIII – PRINCIPAL OFFICE

The initial street address of the principal office of the corporation in this State will be 14201 Chancellor Street, Fort Myers, Florida 33905. The Board of Directors may from time to time move the principal office to any other address in Florida and the corporation may have other offices, agencies, and branches, at such places as may be determined by the Board of Directors.

Meetings of the stockholders and directors of the corporation, and the place or places from the holding of such meetings may be specified in the by-laws or by the Board of Directors.

ARTICLE -IX BOARD OF DIRECTORS

The Board of Directors shall consist of not less than one nor more than three persons who shall be selected in the manner prescribed in the by-laws. The exact number of directors may be fixed by the by-laws or by the stockholders. Directors need not be stockholders of the corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their removal by the stockholders at any time with or without cause. The Board of Directors shall have complete charge of the business of the corporation and shall have power to elect committees to the Board of Directors shall have full power to specify the conditions upon which stock certificates shall be issued and to replace lost or destroyed certificates by a new issue.

The Board of Directors shall elect the officers of the corporation who shall consist of a President, Vice-President, Secretary, and Treasurer and such other officers as the Board of Directors may deem advisable and shall determine the compensation of such officers, including those who may also be directors. None of these officers are required to be stockholders of the corporation. All such officers shall have such rank and tenure of office, powers, and other duties as may be prescribed by the by-laws of the Board of Directors by appropriate resolution.

ARTICLE-X SUBSCRIBERS, INCORPORATIONS, and FIRST DIRECTORS

The name and street address of the Subscribers, Incorporators, and First member of the Board of Directors is:

Donald W. Carter, Jr.
14201 Chancellor Street
Fort Myers, FL 33905

ARTICLE XI – Conflict of Interest

No contract or other transaction between the corporation and any other corporation shall be effected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is or are a director or directors or officers or officers of such other corporation, and no contract or other transaction between the corporation and any other person or firm shall be effected or invalidated by the fact that any one or more directors of this corporation is a part to, or are parties to, or interested in such contract or transaction, provided that in each such case the nature and extent of the interest of such director or directors is or are a director or directors or officer or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

ARTICLE XII- REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

14201 Chancellor Street
Fort Myers, FL 33908

and the name of its official registered agent at such address is:

Donald W. Carter, Jr.

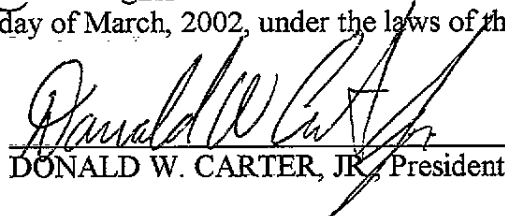
ARTICLE XIII – IDEMNIFICATION

The corporation shall indemnify every person who is serving as an officer, director, employee, or agent of the corporation, or at its request, of any other corporation of which it is a stockholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes, subject to the limitation on and condition of such indemnification shall not effect any other rights to which such person may be entitled.

ARTICLE XIV-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation is made.

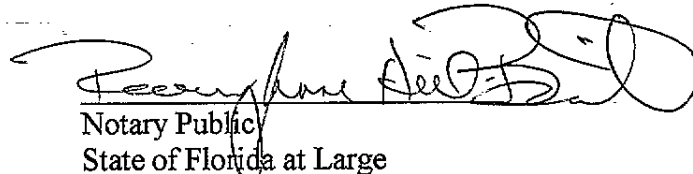
IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 25th day of March, 2002, under the laws of the State of Florida.


DONALD W. CARTER, JR., President

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME personally appeared DONALD W. CARTER, JR., to me and produced a Florida Drivers License # C636-172-66-106, expiring 3-26-05 as identification to me to prove he is the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the County and State named above this 25th day of March, 2002.


Notary Public
State of Florida at Large

My Commission expires:



Rosemary Anne Hill-Balston
MY COMMISSION # CC939304 EXPIRES
June 6, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

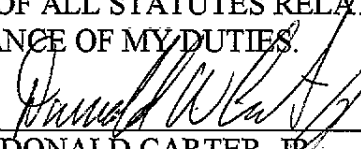
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN
COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

First, that CARTER MARINE ENTERPRISES, INC desiring to organize or
qualify under the laws of the State of Florida, has named DONALD CARTER, JR.
located at 14201 Chancellor Street, Fort Myers, FL 33905 as its agent to accept service of
process within Florida.


DONALD CARTER, JR.
Registered Agent

DATED this 25th day of March, 2002.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


DONALD CARTER, JR.
Registered Agent

DATED this 25th day of March, 2002.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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