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Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100005782691--8
-06/17/02--01035--005
*****70.00 *****70.00

RE: FRESH WATER MARINE, INC.

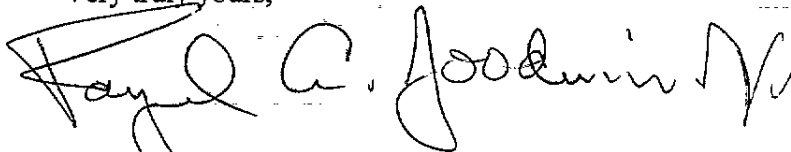
Gentlemen:

Enclosed herewith for filing, please find the original Articles of Incorporation for the above-named proposed corporation. Also enclosed, please find my trust account check in the amount of \$70.00 which represents the following fees:

1. Filing Fee	\$ 35.00
2. Registered Agent Designation	<u>35.00</u>
Total	\$ 70.00

Please send written confirmation to me of the filing of this Articles at your earliest convenience. Your prompt attention to this matter would be greatly appreciated.

Very truly yours,


RAYMOND A. GOODWILL, JR.

RAG, JR./csa
Enclosures

FILED
02 JUN 17 PM 1:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
FRESH WATER MARINE, INC.

FILED
02 JUN 17 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being the incorporators to these Articles of Incorporation, hereby adopt the following Articles of Incorporation for such corporation under the laws of the State of Florida.

ARTICLE I.
NAME

The name of this corporation is: FRESH WATER MARINE, INC.

ARTICLE II.
NATURE OF BUSINESS

This corporation may engage in any or all lawful activity or business permitted under the laws of the state of Florida and of the United States.

ARTICLE III.
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is One Hundred (100) shares, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE IV.
DATE AND TERM OF CORPORATE EXISTENCE

This corporation shall begin its existence immediately and shall exist perpetually thereafter.

ARTICLE V.
PRINCIPAL OFFICE

The initial address of the principal office of this corporation shall be 2144 Highway 60 West, Lake Wales, Florida 33853. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI.
DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the By-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII.
INITIAL DIRECTORS

The name and address of the first director is:

Charles A. Mottern	2936 Spring Lake Road
	Lake Wales, Florida 33853

ARTICLE VIII.
INCORPORATORS

The name and street address of the subscriber to these Articles of Incorporation is:

Charles A. Mottern	2936 Spring Lake Road
	Lake Wales, Florida 33853

The original incorporator of this corporation may sell, exchange, assign, or transfer all of the stock subscribed for in these Articles of Incorporation, and deliver this Articles of Incorporation, together with the good will and corporate franchises of this corporation to the transferees or assignees; and in such event, all current Directors shall thereupon expire and a new election shall be called and held by the transferees for the election of new Directors to hold office until their successors are elected and qualify thereafter in due course from time to time.

ARTICLE IX.
INITIAL REGISTERED OFFICE AND AGENT

This corporation hereby designates, 2144 Highway 60 West, Lake Wales, Florida 33853, as its initial "registered office", and further designates RAYMOND A. GOODWILL, JR., at 107 Avenue A, NW, Winter Haven, Florida 33881, as its initial "registered agent".

ARTICLE X.
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the stockholders 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 be made.

ARTICLE XI.

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

CHARLES A. MOTTERN

ACKNOWLEDGMENT

STATE OF FLORIDA)) ss:
COUNTY OF POLK)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State of _____ and County named above to take acknowledgments, personally appeared CHARLES A. MOTTERN, who is personally known to me as the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal of office in the County and State named above, this 12th
day of June, 2002.

Caren S. Aikey
Caren S. Aikey
Notary Public - State of Florida
Commission No: DD 061987
My Commission Expires: 10/22/2005



Caren S. Ailey
MY COMMISSION # BD061987 EXPIRES
October 22, 2005
BONDED THRU TROY FAIR 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 FRESH WATER MARINE, INC., DESIRING TO ORGANIZE OR QUALIFY
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
2144 HIGHWAY 60 WEST, LAKE WALES, STATE OF FLORIDA, HAS NAMED RAYMOND A.
GOODWILL, JR., LOCATED AT 107 AVENUE A, NW, WINTER HAVEN, FLORIDA 33881, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:



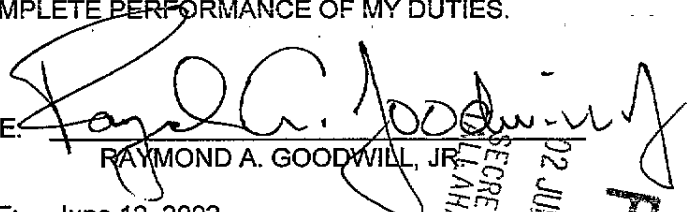
CHARLES A. MOTTERN

TITLE: President

DATE: June 12, 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.

SIGNATURE:



RAYMOND A. GOODWILL, JR.

DATE: June 12, 2002

FILED
JUN 17 PM 1:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA