

Malcolm A. Leonard
Certified Public Accountant, P.A.

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July 17, 2002

SECRETARY OF STATE

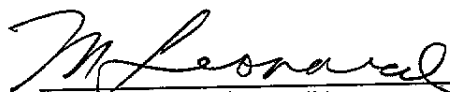
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

We are enclosing the Certificate of Incorporation for: **American Marine Group, Inc.**, and a check in the amount of \$70.00.

Please send the approved papers to : **MALCOLM A. LEONARD, CPA, P.A., 3810 Hollywood Boulevard, Hollywood, Florida 33021-6730.** Thank you.

Sincerely,


MALCOLM A. LEONARD, CPA, P.A.

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DIVISION OF CORPORATIONS
SECRETARY OF STATE

SMITH JUL 22 2002

Member: Florida Institute of Certified Public Accountants
American Institute of Certified Public Accountants

ARTICLES OF INCORPORATION
OF
AMERICAN MARINE GROUP, INC.

David Zarem

ARTICLES OF INCORPORATION

OF

AMERICAN MARINE GROUP, INC.

THIS IS TO CERTIFY that I, the undersigned, hereby associate myself unto a corporation pursuant to the provisions of the laws of the State of Florida providing for the formation of a corporation for profit for the purposes and with the powers herein mentioned, and to that end by Certificate set forth:

I

The name of the Corporation is:

AMERICAN MARINE GROUP, INC.

II

The Corporation's existence shall commence at 12:01 a.m . local time on the date of filing. The Corporation shall be of perpetual duration.

III

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

IV

There shall be only one (1) class of stock in this corporation, namely common stock with a par value of \$1.00 per share.

The maximum number of shares that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares, with a par value of \$1.00 each.

The corporation shall commence its existence with one hundred (100) shares, to be owned by the undersigned incorporator: **David Zarem, 8910 NW 78th Ct #323, Tamarac, Fl 33321.**

V

The registered office of the Corporation is to be located at: **8910 NW 78th Ct. #323, Tamarac, Fl, 33321.**

VI

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code.

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STATE OF FLORIDA
DIVISION OF CORPORATIONS


VII

In compliance with Section 48,091 Florida Statutes, the following is submitted:

First, that **American Marine Group, Inc.** desiring to organize and qualify under the laws of the state of Florida, with its principal place of business in the city of **Tamarac**, State of Florida, has named **David Zarem, 8910 NW 78th Ct. #323, Tamarac, FL 33321** as its registered agent to accept service process within Florida.

Signature 
Date 7-18-2002

The mailing address and principal address of the corporation is: **8910 NW 78th Ct #323, Tamarac, FL 33321**. 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 these duties.

Signature 
David Zarem
Date 7-18-2002

VIII

The initial Board of Directors shall consists of two (2) Directors. The name, post office address of the first Board of Directors and Officers who, subject to the provisions of the Certificate of Incorporation, by-laws and the Act of the Legislature of the State of Florida, whereunder the Corporation is organized , shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, is as follows:

NAME:

ADDRESS:

OFFICE:

David Zarem

8910 NW 78th Ct #323
Tamarac, FL 33321

President

Tod Vanderlili

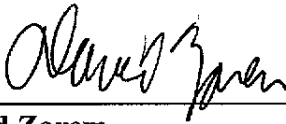
8910 NW 78th Ct #323
Tamarac, FL 33321

Secretary/
Treasurer

The Undersigned incorporators agree to abide by the provisions of this charter and of the laws of the State of Florida in the conduct of the affairs of this corporation, and to take the number of shares of stock as set forth above.

Signature of Incorporator:

Date:



David Zarem

7-18-2002

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