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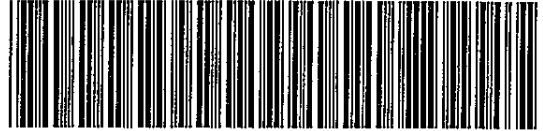
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03 JAN 24 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6 JAN 24 2003

PHOENIX PARALEGAL SERVICES, INC.

922 W. King Street

Cocoa, FL 32922

Telephone: (321) 636-8801

Facsimile: (321) 636-8505

January 18, 2003

Florida Department of State
Division of Corporations
Attn: New Filings Section
P. O. Box 6327
Tallahassee, FL 32314

Re: B.J.'s MARINE, INC.

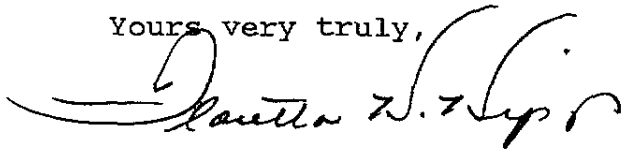
Dear Sirs:

Enclosed please find the original and one copy of the Articles of Organization for B.J.'s MARINE, INC., and check in the amount of \$78.75 to cover the following charges:

Filing fee	\$ 8.75
Certified Copy	35.00
Registered Agent Designation	35.00

Please return a certified copy of the Articles of Organization at your earliest opportunity.

Yours very truly,



Floretta H. Hipp

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
B.J.'s MARINE, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit, Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **B.J.'s MARINE, INC.**, hereinafter referred to as the "Corporation."

ARTICLE 2 - PURPOSE OF CORPORATION

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the United States and of the State of Florida, as they may be amended from time to time.

ARTICLE 3 - PRINCIPAL OFFICE

The principal office of the Corporation is 809 No. Fiske Boulevard, Cocoa, Brevard County, Florida 32922. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida.

ARTICLE 4 - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE 5 - INCORPORATORS

The name and mailing address of each of the Incorporators is:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES E. SMITH	809 No. Fiske Boulevard Cocoa, Florida 32922

ARTICLE 6 - OFFICERS

<u>NAME</u>	<u>OFFICE</u>
CHARLES E. SMITH	President
MARINA LEONARD	Vice President
LINDA D. SMITH	Secretary and Treasurer

whose term of office shall be for one year, and thereafter until a new slate of officers shall be elected or appointed by the Board of Directors and Shareholders, and whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - DIRECTORS

The number of directors constituting the Board of Directors of the Corporation is One (1). The Directors of the Corporation shall be:

**CHARLES E. SMITH
LINDA D. SMITH
MARINA LEONARD**

whose term of office shall be for one year, and thereafter until a new Board of Directors shall be elected or appointed by the Shareholders, and whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 8 - CORPORATE CAPITALIZATION

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is One Hundred (100) shares, each share to have a par value of ONE DOLLAR (\$1.00).

ARTICLE 9 - NO PERSONAL LIABILITY

The private property of the stockholders shall not be subject to the payment of corporation debt.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 809 No. Fiske Boulevard, Cocoa, Brevard County, Florida 32922. The name and address of the Registered Agent of this Corporation is: **CHARLES E. SMITH**, 809 No. Fiske Boulevard, Cocoa, Brevard County, Florida 32922.

ARTICLE 11 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.


ARTICLE 12 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to the reservation.

ARTICLE 13 - FISCAL YEAR

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on this 18th day of January, 2003.

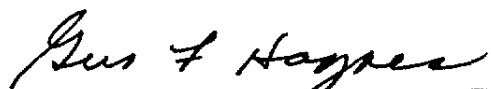


CHARLES E. SMITH, Incorporator

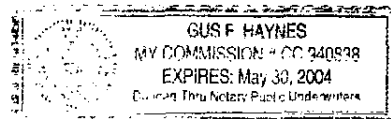
STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared the Incorporator, **CHARLES E. SMITH**, who was sworn and said that the allegations in the foregoing Articles of Incorporation are true; and who furnished the following as proof of identification: Personally known/Florida Driver's License.

SWORN TO before me this January 18th, 2003.



NOTARY PUBLIC, STATE OF FLORIDA
My Commission expires:
(NOTARIAL SEAL)



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03 JAN 24 PM 3: 03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



CHARLES E. SMITH, Registered Agent