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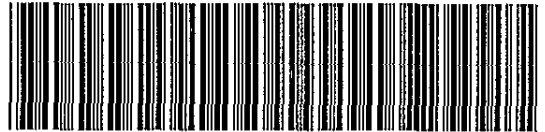
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SEAL STATE
TALLAHASSEE, FLORIDA

SMITH APR 24 2003

Mark W. Padfield, Jr.
PO Box 1821
Islamorada, FL 33036

April 19, 2003

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed herein, please find the original Articles of Incorporation of Advantage Marine Repair, Inc., (as well as acceptance of residence agent) for filing with your office, accompanied by the required filing fees. I have also enclosed a copy for certification and return.

Thank you for your immediate attention to this matter.

Sincerely,

Mark W. Padfield, Jr.

ARTICLES OF INCORPORATION OF

Advantage Marine Repair, Inc

The undersigned, acting as sole incorporator of **Advantage Marine Repair, Inc.** under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation is **Advantage Marine Repair, Inc.**

ARTICLE II

The effective date of the Corporation shall be upon filing with the Division of Corporations. The duration of this Corporation shall be perpetual.

ARTICLE III

The purpose of this Corporation is to transact any and all lawful business within Florida, and any other state or territory of the United States.

ARTICLE IV

Shares

The number of shares which the Corporation shall have authority to issue is Five Hundred (500), One Dollar (\$1.00) par value per share. In the event that stock other than common is issued, compliance with approved Florida Statutes will be observed.

ARTICLE V

The address of the Principal Office of the Corporation is 79851 Overseas Highway, Islamorada FL 33036. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Mailing Address

The mailing address of the Corporation is PO Box 1821 Islamorada, FL 33036.

ARTICLE VII

Initial Registered Office and Agent

The address of the initial Registered Office of the Corporation is 79851 Overseas Highway, Islamorada FL 33036 and the initial Registered Agent at such address is Mark W. Padfield, Jr.

ARTICLE VIII

Initial Board of Directors

The Corporation shall have two (2) Directors initially. The number of Directors may be increased from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Directors of the Corporation are:

Mark W Padfield, Jr.
174 Airstream Lane
Tavernier, FL 33070

Jeffrey Rindom
102 Atlantic Lane
Islamorada, FL 33036

ARTICLE IX

Incorporators

The name and address of the incorporator of the Corporation are: Mark W Padfield, Jr., 174 Airstream Lane, Tavernier, FL 33070 and Jeffrey Rindom, 102 Atlantic Lane, Islamorada, FL 33036.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 18TH day of APRIL, 2003.

Sign: Mark W Padfield Jr
Incorporator

Print: MARK W. PADFIELD

Sign: Jeffrey Rindom
Incorporator

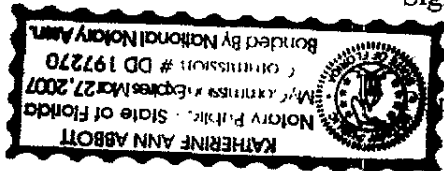
Print: Jeffrey Rindom

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18 day of APRIL, 2003 by MARK W. PADFIELD JR. PRES. who is personally known to me or who has produced a Drivers License as identification and who did take an oath.

Sign: Katherine Ann Abbott

NOTARY PUBLIC



Notary Public, State of Florida

State of Florida at Large (Seal)

ACCEPTANCE OF APPOINTMENT AS INITIAL
REGISTERED AGENT__

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Chapter 607., Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the Corporation.

DATED, this 18 day of APRIL, 2003

Sign: Mark W Padfield Jr Pres.

Print: MARK W PADFIELD JR PRES.

Mark W Padfield Jr

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TALLAHASSEE, FLORIDA