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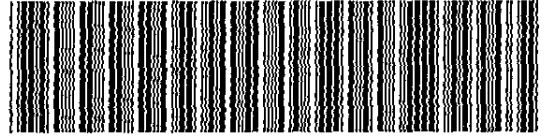
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DIVISION OF CORPORATIONS  
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2003 JUL 31 PM 3:27

08-10-03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 189498 3487A

AUTHORIZATION : *Patricia Fights*

COST LIMIT : \$ 78.75

ORDER DATE : July 31, 2003

ORDER TIME : 1:25 PM

ORDER NO. : 189498-005

CUSTOMER NO: 3487A

CUSTOMER: Susan E. Culbert  
Icard Merrill Cullis Timm  
Furen & Ginsburg, Pa  
Suite 600  
2033 Main Street  
Sarasota, FL 34237

DOMESTIC FILING

NAME: WHOLESALE MARINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**WHOLESALE MARINE, INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is Wholesale Marine, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any lawful act, activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is 504 South Tamiami Trail, Suite C, Nokomis, FL 34275.

**ARTICLE V - CAPITAL STOCK**

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is one thousand (1,000) shares of Common Stock, having a par value of \$1.00 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

**ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS**

The initial street address of the Corporation's registered office is Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237. The initial registered agent for the Corporation at that address is Bruce P. Chapnick, Esq.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VII - DIRECTORS

The initial Board of Directors shall consist of one (2) members. The names and addresses of the persons who will serve on the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
David L. Mathews	504 South Tamiami Trail, Suite C Nokomis, FL 34275

## ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Bruce P. Chapnick, Esq., Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237.

## ARTICLE IX - INDEMNIFICATION

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

## ARTICLE X - AMENDMENT

The Articles of Incorporation may be amended in certain instances by the Board of Directors pursuant to applicable law and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders meeting by a majority of the stock entitled to vote thereon.

## ARTICLE XI - SHAREHOLDER ACTION

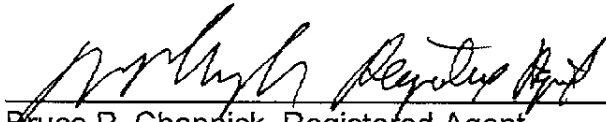
An affirmative vote of fifty-one percent (51%) of the shares of the capital stock of the Corporation shall be required for any Shareholder action.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of July, 2003.

  
\_\_\_\_\_  
Bruce P. Chapnick, Incorporator

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Wholesale Marine, Inc., at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

  
\_\_\_\_\_  
Bruce P. Chapnick, Registered Agent  
Date: July 30, 2003