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DOC EXAM

# ROBERT S. THURLOW, P.A.

ATTORNEY AT LAW
CERTIFIED FAMILY MEDIATOR
415 CANAL STREET
NEW SMYRNA BEACH, FLORIDA 32168

ASSISTANTS.

JANE MYERS, FAMILY & CIVIL

DIANE EYRE: ESTATES & PROPERTY

MARJORIE THURLOW: CLIENT SERVICES

CLENDA SNELL: ACCOUNTING

January 28, 2004

PHONE. (386) 424-1530 FAX: (386) 424-1493 E-MAIL: rthurlow@bellsouth.net

Division of Corporations P. O. Box 1500 Tallahassee, FL 32302-1500

Re: Echo Marine, Inc.
Echo Aviation, Inc.

### Gentlemen:

Enclosed please find the following documents for your consideration:

- 1. Original and one copy of the Articles of Incorporation for each corporation. Please forward me a stamped copy.
- 2. Check in the amount of \$78.75 for the filing fee for each corporation.

If you have any questions, please contact my office.

Very truly yours,

ROBERT S. THURLOW

RST/dwe encs.

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# ROBERT S. THURLOW, P.A.

ATTORNEY AT LAW
415 CANAL STREET
NEW SMYRNA BEACH, FLORIDA 32168

ASSISTANTS:
JANE MYERS. FAMILY & CIVIL
DIANE EYRE: ESTATES & PROPERTY
MARJORIE THURLOW: CLIENT SERVICES
CLENDA SNELL: ACCOUNTING

March 10, 2004

PHONE: (904) 424-1530 FAX: (904) 424-1493 E-MAIL. rthurlow@bellsouth.net

Ms. Loria Poole Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Reference Number: L03000026936

Dear Ms. Poole:

Enclosed are the following documents for your consideration:

- 1. A copy of your letter dated February 13, 2004.
- 2. Articles of Incorporation for 309 Marine, Inc.

Please process the Articles and forward me a stamped copy at your earliest convenience. Please call if you have any questions.

Very/truly yours,

ROBERT S. THURLOW

RST/dwe encs.

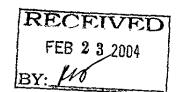


# FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

February 13, 2004

ROBERT S. THURLOW, P.A. 415 CANAL STREET NEW SMYRNA BEACH, FL 32168

SUBJECT: ECHO MARINE, INC. Ref. Number: W04000006207



We have received your document for ECHO MARINE, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

# Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L03000026936.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole Document Specialist New Filings Section

Letter Number: 304A00009889

### ARTICLES OF INCORPORATION

OF

# 309 MARINE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

- Article 1. Name. The name of the Corporation is: 309 MARINE, INC.
- Article 2. Address of principal office. The address of the principal office and the mailing address of the corporation is 436 Bouchelle Drive, #401, New Smyrna Beach, FL 32169.
- Article 3. Duration. The duration of the Corporation is perpetual.
- Article 4. Purpose. The general purposes for which the Corporation is organized are the following:
- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.
- Article 6. Initial Registered Office and Agent. The initial Registered Agent is Hans E. Nickel and the street address of the initial Registered Office of the Corporation is 436 Bouchelle Drive, #401, New Smyrna Beach, FL 32169.
- Article 7. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Hans E. Nickel

436 Bouchelle Drive, #401 New Smyrna Beach, FL 32169

Article 8. Incorporators. The name and address of each Incorporator is as follows:

Hans E. Nickel

436 Bouchelle Drive, #401 New Smyrna Beach, FL 32169

Articles 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

- Article 11. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's prorata portion of the following:
- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 12. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons

in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder

Number of Shares

Hans E. Nickel

1.00

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 13. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as along as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 14. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 15. Commencement of Corporate Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 10th day of March , 2004.

Hans E Nickel

# STATE OF FLORIDA COUNTY OF VOLUSIA

Before me personally appeared Hans E. Nickel to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of March , 2004.

My commission expires:

DIANE W. EYRE MY COMMISSION # CC 995120 Notary Public

# ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of 309 MARINE, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 10th day of March , 2004

Hans E. Nickel, Registered Agent