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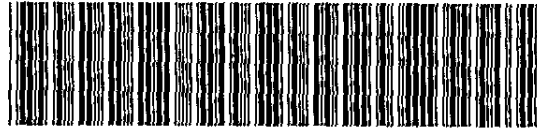
(Business Entity Name)

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ARTICLES OF INCORPORATION

Budget Marine, Inc.

THE NAME OF THE CORPORATION SHALL BE:

Budget Marine, Inc.

THE UNDERSIGNED INCORPORATOR, BEING A NATURAL PERSON, HEREBY FILES THESE
ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

- A. THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED SHALL BE TO ENGAGE IN THE BUSINESS OF PURCHASING, ACQUIRING, OWNING, LEASING SELLING, TRANSFERRING, ENCUMBERING, GENERALLY ENGAGED IN ANY LEGAL AND LAWFUL BUSINESS IN THE STATE OF FLORIDA WITH ALL NEEDS AND SUPPLIES AND/OR ACCESSORIES USED IN CONNECTION THEREWITH; AND THE PURCHASING, ACQUIRING, OWNING, SELLING, AND GENERALLY DEALING IN ALL TYPES OF SUPPLIES USED IN CONNECTION WITH SUCH RELATED PROPERTY.
- B. TO PURCHASE, ACQUIRE, OWN, LEASE, SELL, TRANSFER, ENCUMBER, REPAIR, RENOVATE AND SERVICE ALL TYPES OF PROPERTY, REAL AND PERSONAL CONNECTED IN ANY MANNER WHATSOEVER WITH THE OPERATION OF THIS BUSINESS.
- C. TO HAVE ONE OR MORE OFFICES, STORES, OR PLACES OF BUSINESS TO CONDUCT ITS BUSINESS AND PROMOTE ITS OBJECTS WITHIN OR WITHOUT THE STATE OF FLORIDA WITHOUT RESTRICTIONS AS TO PLACE OR AMOUNT.
- D. FOR ANY OTHER LAWFUL PURPOSE OF THE CORPORATION TO ENTER INTO, MAKE, OR PERFORM CONTRACTS OF EVERY KIND WITH ANY PERSON, FIRM, ASSOCIATION OR CORPORATION MUNICIPAL BODY, POLITIC, COUNTRY, TERRITORY, STATE OR GOVERNMENT AND WITHOUT LIMITATION TO BORROW MONEY AND CONTRACT DEBTS WHEN NECESSARY IN THE TRANSACTIONS OF ITS BUSINESS FOR THE EXERCISE OF ITS CORPORATE RIGHTS, PRIVILEGES OR FRANCHISES, OR FOR ANY OTHER LAWFUL PURPOSE OF ITS INCORPORATION: TO ISSUE

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DIVISION
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ARTICLES OF INCORPORATION FOR

Budget Marine, Inc.

BONDS, PROMISSORY NOTES, DRAFTS, BILLS OF EXCHANGE, INDEBTEDNESS, SECURED OR UNSECURED, PAYABLE AT SPECIFIED TIME OR TIMES FOR AND ALL OBJECTS AND PURPOSES OF THIS CORPORATION.

E. TO DO ALL AND EVERYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OR THE ATTAINING OF ANY OF THE OBJECTS OR THE FURTHERANCE OF ANY OF THE POWER ENUMERATED IN THIS CERTIFICATE OF THE INCORPORATION OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE PROTECTION AND BENEFIT OF THIS CORPORATION.

THE FOLLOWING PARAGRAPHS SHALL BE CONSTRUED AS ENUMERATING BOTH OBJECTS AND POWERS OF THIS CORPORATION; AND IT IS HEREBY EXPRESSLY PROVIDED THAT THE FOREGOING SHALL NOT BE HELD TO LIMIT OR RESTRICT IN ANY MANNER THE POWERS OF THIS CORPORATION TO DO ALL OR ANYTHING THAT IS LAWFUL.

ARTICLE II

CAPITOL STOCK

THE MAXIMUM NUMBERS OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE AND TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE 7500 SHARES OF COMMON STOCK, HAVING A PAR VALUE OF \$1.00.

ARTICLE III

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV

ADDRESS

THE INITIAL STREET ADDRESS OF THE OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 7740- Ulmerton Rd., Largo, Fl. 33771

ARTICLES OF INCORPORATION FOR

Budget Marine, Inc.

THE INITIAL STREET ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IN THE STATE OF FLORIDA IS: 7740 Ulmerton Rd
Largo, Fl. 33771

THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT SUCH ADDRESS: R. W. Smiley

ARTICLE V

DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR, INITIALLY, THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE SHARE HOLDERS.

ARTICLE VI

INITIAL DIRECTORS

THE NAME AND ADDRESS OF THE INITIAL DIRECTOR IS: R. W. Smiley
7740-Ulmerton Rd, Largo, Fl. 33771

ARTICLE VII

INCORPORATORS

THE INITIAL NAME AND ADDRESS OF EACH INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS: R. W. Smiley
7740-Ulmerton Rd, Largo, Fl. 33771

ARTICLE OF INCORPORATION FOR

Budget Marine, Inc.

ARTICLE VIII

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY THE LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING BY A MAJORITY OF THE STOCKHOLDERS ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE IX

THE EXISTING STOCKHOLDERS AT THE TIME OF ANY ISSUANCE OF AUTHORIZED SHARES OF STOCK SHALL HAVE, ON A PRO-RATA BASIS. A FIRST REFUSAL RIGHT TO ACQUIRE SAID SHARES BEING ISSUED, IF ANY STOCKHOLDER SHALL ELECT TO DISPOSE OF ANY SHARES OF STOCKS OWNED BY HIM. THE CORPORATION SHALL HAVE FIRST REFUSAL RIGHT TO ACQUIRE SAID SHARES BEING DISPOSED OF.


Incorporator

ARTICLES OF INCORPORATION OF

Budget Marine, Inc.

STATE OF FLORIDA)

) SS:

COUNTY OF PINELLAS)

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME, A NOTARY PUBLIC, IN AND FOR THE STATE OF FLORIDA AT LARGE, R. W. Smiley, WELL KNOWN TO ME BE THE PERSON DESCRIBED IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE SIGNED AND EXECUTED SAID ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES THEREIN SET FORTH.

WITNESS MY HAND AND OFFICIAL SEAL AT Clearwater, FLORIDA, SAID COUNTY AND STATE ON THIS 21 DAY OF June, ~~1999~~ 2004

[Signature]
NOTARY PUBLIC



DAVID E. RICE
MY COMMISSION # DD 301934
EXPIRES: April 14, 2008
Bonded Thru Budget Notary Services

I HEREBY AM FAMILIAR WITH AND ACCEPT THE OUTLINES AND RESPONSIBILITIES AS REGISTERED AGENT FOR Budget Marine, Inc.

SIGNED [Signature]

DATED 6-21-04

04 JUN 30 PM 3:48
SECRETARY
DIVISION