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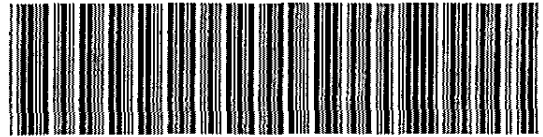
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ST. AUGUSTINE MARINA, INC.

245 Vilano Road
St. Augustine, Florida 32095

November 8, 2004

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs:

Enclosed please find one original and one copy of the Articles of Incorporation of ST. AUGUSTINE MARINA, INC., along with the filing fee in the amount of \$122.50. Please return one copy acknowledging receipt of the information included.

Should you have any further questions, please feel free to contact me.

Sincerely,

Marilyn S. Beach

Marilyn S. Beach, President

**ARTICLES OF INCORPORATION
OF
ST. AUGUSTINE MARINA, INC.**

**STATE OF FLORIDA
COUNTY OF ST. JOHNS**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned natural persons of the age of twenty-one (21) years or more and a citizen of the State of Florida, hereby apply for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, duties and immunities of a corporation for profit, under and pursuant to these ARTICLES OF INCORPORATION.

ARTICLE I

NAME AND ADDRESS: The name of this corporation shall be ST. AUGUSTINE MARINA, INC., and the principal office shall be located at 245 Vilano Road, St. Augustine, Florida 32095.

ARTICLE II

PURPOSES: The nature of the business and the purpose or purposes for which this corporation are formed are as follows, to-wit:

1. To engage in sales of watercraft and watercraft accessories.
2. To do everything necessary, proper and advisable or convenient for the accomplishment of the purposes hereinabove set forth and to do all other things incidental thereto or connected therewith which are not forbidden by Florida Statutes or any other law.
3. To transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as it now exists, or may hereafter be amended.

ARTICLE III

CAPITAL STOCK: The total number of shares of capital stock which may be issued by this corporation is five hundred (500) shares of no par value common stock which shall be designated as "Common Shares" and which shall be fully paid and non-assessable.

ARTICLE IV

DURATION: This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE V

PRE-EMPTIVE RIGHT: Every shareholder, upon sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation is: 245 Vilano Road, St. Augustine, Florida 32095, and the name of the initial registered agent of this corporation at that address is Marilyn S. Beach.

ARTICLE VII

INCORPORATORS: The name and address of the incorporator is as follows, to-wit:

Marilyn S. Beach
5 Hope Street
St. Augustine, Florida 32084

Thomas J. Beach
5 Hope Street
St. Augustine, Florida 32084

ARTICLE VIII

BOARD OF DIRECTORS: The initial Board of Directors shall consist of the incorporators. The number of Directors may be increased or decreased from time to time by the by-laws, provided, however, that there shall never be less than one (1) Director nor more than nine (9).

ARTICLE IX

INITIAL OFFICERS: The initial officer shall be as follows:

President: Marilyn S. Beach, 5 Hope Street, St. Augustine, Florida 32084

Secretary/ Treasurer: Thomas J. Beach, 5 Hope Street, St. Augustine, Florida 32084

ARTICLE X

1. VOTING: Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, her or its name, at any and all meetings of the Stockholders of this Corporation, and said stock may be voted by the Stockholders of record, either in person or by proxy.

2. MANAGEMENT: The business and affairs of the Corporation shall be under the management and control of the Board of Directors.

3. AMENDMENTS: The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the Officers and Shareholders of the Corporation are granted subject to this reservation.

4. SUBORDINATION: All other provisions of the Articles of Incorporation and By-Laws shall be subordinate to the provisions of this ARTICLE.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 8th day of NOVEMBER, 2004.

Marilyn S. Beach
Marilyn S. Beach
President

Thomas J. Beach
Thomas J. Beach
Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Marilyn S. Beach and Thomas J. Beach, known to be and personally known by me to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 8th day of NOVEMBER, 2004.

Mark P. Stanton
Notary Public:
My commission expires:



Mark P. Stanton
My Commission DD033946
Expires June 14, 2005

ACCEPTANCE OF DUTIES AS REGISTERED AGENT

I, the undersigned, having been named to accept service of process for the above corporation at the place indicated in the foregoing Articles of Incorporation, do hereby agree to act in said capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

Marilyn S. Beach
Marilyn S. Beach

SWORN TO AND SUBSCRIBED before me this 04 day of NOVEMBER, 2004.

Mark P. Stanton
Notary Public
My commission expires:



Mark P. Stanton
My Commission DD033946
Expires June 14, 2005

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