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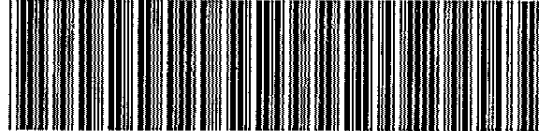
(Business Entity Name)

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05 FEB - 7 PM 4: 09

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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*Lewis Marine Supply of
North Carolina, Inc.*

File 2nd

Signature _____

Requested by: *W L*

Name

Date *2/7*

Time *11:00*

Walk-In

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☒ Art of Inc. File _____

____ LTD Partnership File _____

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____ Trade/Service Mark _____

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____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

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____ Certificate of Good Standing _____

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____ Certificate of Fictitious Name _____

____ Corp Record Search _____

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____ UCC 1 or 3 File _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

05 FEB -7 PM 4:09

of

Lewis Marine Supply of North Carolina, Inc.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is Lewis Marine Supply of North Carolina, Inc.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is to engage in any business not prohibited under the laws of the State of Florida or any political subdivision thereof or the laws of the United States, or under the Florida General Corporation Act.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be 100 shares of common stock with a par value of \$5.00 per share.

ARTICLE IV

This corporation shall exist perpetually.

ARTICLE V

The principal place of business of this corporation shall be located at 220 S W 32nd St., Ft. Lauderdale, Fl 33315, and it may have such other places of business both within and without the State of Florida and in foreign countries as may be necessary or convenient.

ARTICLE VI

The street address of the initial registered office of this corporation is 220 S W 32nd St., Ft. Lauderdale, Fl 33315, and the name of the initial registered agent of this corporation is John E. Stephens.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors. The number of Directors, the qualifications for office and the term of their office and the manner in which they are removed or added to the Board shall be as established in the By-Laws of this corporation. In the future any change in the number of Directors shall be considered as a change in the By-Laws and the procedures set forth in the By -Laws for amendment thereto shall apply.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and the officers of this corporation who shall hold

office until their successors are elected and have qualified are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
James R. Lewis, Jr.	C.E.O./Director	220 S W 32nd St., Ft. Laud., Fl 33315
Stephen R. Lewis	President	same as above
Ray Lewis	Director	same as above
Carolyn E. Coleman	Vice-President/Director	same as above
Sandi Fram	Vice-President/Director	same as above
John E. Stephens	Vice-President/Director	same as above

ARTICLE IX

The name and address of the subscriber to these Articles of Incorporation, together with the number of shares he shall take and the consideration to be paid therefor, are as follows:

Stephen R. Lewis, ~~220~~ 220 SW 32 nd St. Ft. Laud., Fl 33315
100 shares - \$500.

ARTICLE X

Special provisions for the regulation of this corporation are as follows:

1. The annual meeting of the Stockholders and Directors of this corporation shall be held on as provided for in the By-laws

of this corporation.

2. Any meeting of the Stockholders or Board of Directors may be held either within or without the State of Florida, with notice thereof to all of the Stockholders entitled to vote.

3. The officers of this corporation shall be a Chief Executive Officer, President, that number of Vice Presidents as decided by the Board of Directors, Secretary and Treasurer, and such other officers as the Board of Directors may deem necessary.

4. The Directors of the Corporation are expressly authorized to accept in payment for consideration of shares of stock having a value not less than the par value of the shares issued therefor. The consideration therefore may be paid, in whole or in part, in real or personal property of any kind or nature, including accounts receivable, inventories of raw materials or finished products, furniture, fixtures, automotive equipment, machinery, buildings, cash, services performed for the corporation. The value placed upon said property in payment for capital stock shall be deemed conclusive and shall be binding upon the Directors, officers and upon the present and future stockholders of the corporation.

5. The directors of the corporation are specifically

empowered to pass on and fix the compensation of Directors, officers, employees and agents of the corporation and to enter into agreements, respecting the same.

6. The initial By-Laws of this corporation shall be adopted by the Board of Directors. Thereafter, any amendments or additions to the By-Laws shall be adopted in accordance with the procedures outlined in said By-Laws.

ARTICLE XI

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the Directors of the corporation are pecuniary or otherwise interested in, or are Directors of or officers of such other corporations, any director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniary or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at a meeting of the Board

of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested; and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested.

ARTICLE XII

1. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

2. The corporation shall have the power to indemnify any and all of its Directors or officers or former Directors,

officers, or employees of the corporation who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, against liability and expenses actually or necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any one of them, are made parties or a party to any proceeding, by reason of being or having been a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise except in relation to matters as to which any such Director or officer or former Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

3. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such Director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that

no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless and only to the extent that, the court in which such proceeding was brought, or may be brought, shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

4. In case any such action, suit or proceeding shall result in a settlement, and if the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person acted in good faith, and was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for or indemnify or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

5. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any by-laws, agreements, vote of stockholders, or otherwise.

ARTICLE XIII

No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation, have a preemptive or other right to purchase, subscribe for, or otherwise acquire any portion of any proportional amount of the corporation's unissued capital stock or debt of the corporation, whether in the form of capital stock, debenture, bond or other security convertible into or carrying options or warrants for the purchase of capital stock of the corporation which may be issued, unissued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation. All or any portion of the capital stock of this corporation and any promissory notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of the authorized capital stock of this corporation may, at any time, and from time to time, be issued, optioned, sold or disposed of to such persons and upon such terms and conditions in any manner permitted by law without first offering any of such capital stock, promissory notes, debentures, bonds or other securities, or any part thereof, to existing stockholders of the corporation.

ARTICLE XIV

These Articles of Incorporation may be amended in the

manner provided by law. Any adoption for the amendment to these Articles must be recommended by the Board of Directors to the shareholders and approved in the Shareholders at a meeting by a majority of the shareholders entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, being the original subscriber and incorporator of the foregoing corporation hereby certifies that the foregoing constitutes the proposed Articles of Incorporation of Lewis Marine Supply of North Carolina, Inc.

WITNESS my hand and seal this 4th day of February, 2005.

By Stephen R. Lewis
Stephen R. Lewis

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Stephen R. Lewis to me well known to be the incorporator described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed and subscribed to the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County
aforesaid this 4th day of February, 2005.

My Commission Expires:

John E. Stephens
Notary Public



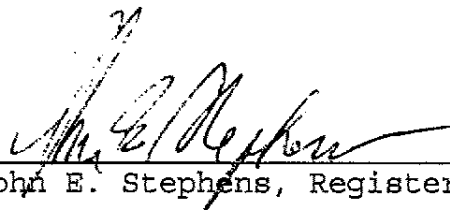
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.

Pursuant of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said Sections:

Lewis Marine Supply of North Carolina, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named John E. Stephens located at 220 S W 32nd St., Ft. Laud., Fl 33315, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.


John E. Stephens, Registered Agent

DATED this 4th FEBRUARY, 2005

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 FEB - 7 PM 4:09