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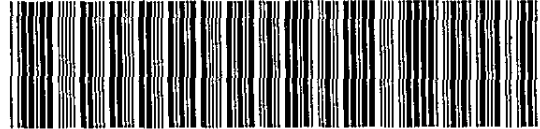
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CORRECT CORP. SUFFIX TO REFLECT
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PER EMMAUEL PALMER (2/16 MD)

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C.F. 2-2

**EMANUEL S. PALMER
P O BOX 17283
PLANTATION, FL. 33318**

TEL: (954)321-0049

**FLORIDA DEPT. OF STATE
SECRETARY OF STATE
FREIDA CHESSER, CORPORATE SPECIALIST
NEW FILINGS SECTION**

TEL: (850) 487-6904

Dear Madam,

I have enclosed ninety dollars (\$90.00) for registration fee and a copy of the certificate of corporation.

Please register and return to the name and address above.

Thank you,

A handwritten signature in black ink, appearing to be 'E. Palmer', is written over a horizontal line.

Emanuel S. Palmer Ph. D.

**CERTIFICATE OF INCORPORATION
OF
BRUSHONIX YACHT REFINISHING INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associates themselves together to form a corporation for profit, under the general laws of the State of Florida.

ARTICLE 1. NAME

BRUSHONIX YACHT REFINISHING INC.

ARTICLE 11. NATURE OF BUSINESS

The general nature of the business and the objectives and purposes proposed to be transacted and carried on, are to do any and all of the things hereinafter mentioned, as fully as to the same extent that natural persons might, or could do, namely:

1. To Paint Boats.
2. To Varnish Boats.
3. To Gel - Coat Boats.
4. To Refinish Boats.

ARTICLE 111. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred shares of common stock, with voting power with a par value of Ten Dollars (\$10.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. CAPITAL

The amount of capital with which this corporation will begin business is Five Thousand Dollars (\$5,000.00) to be paid either in cash, merchandise, real estate, machinery or services, as may be determined by the Board of Directors.

ARTICLE V. TERMS OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of the corporation in the State of Florida is as follows:

591 Kathy Lane # A, Margate, Florida 33068 Broward County, Florida, and shall have branch offices throughout the U.S.A.

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The corporation shall have one to two (1-2) directors, initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII. INITIAL OFFICERS AND DIRECTORS

The names and post offices addresses of the members of the first Board of Directors, the President and the Vice President, are as follows:

<u>OFFICERS</u>	<u>NAME</u>	<u>ADDRESS</u>
Director & President	Albert Millington	591 Kathy Lane # A Margate, Florida 33068
Director & Vice President	Albert Millington	591 Kathy Lane # A Margate, Florida 33068

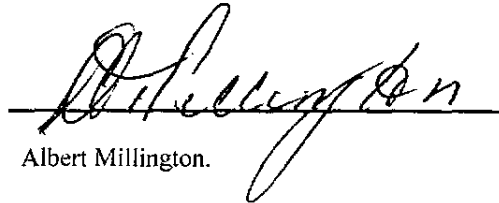
ARTICLE IX. SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of consideration thereof are as follows:

<u>Name</u>	<u>ADDRESS</u>	<u>Share</u>	<u>Value</u>
Albert Millington	591 Kathy Lane # A Margate, FL33068	100%	-----

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to the vote thereon.

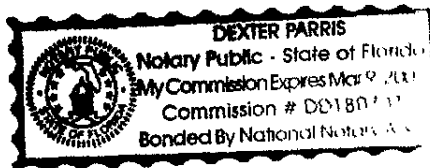

Albert Millington.

SWORN TO and subscribed before me this 17th day of February 2005.

Notary Public 

State of Florida at Large Florida

My commission expires:



MARCH 9th 2007

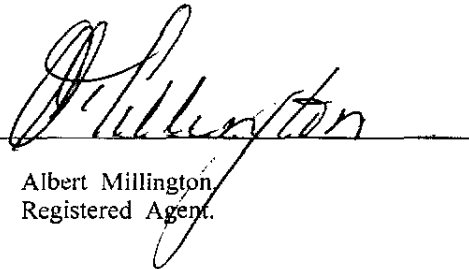
**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF
BRUSHONIX YACHT REFINISHING INC.**

Pursuant to Florida Statutes 48.091 and 607.034, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with its
Registered office as indicated in the Articles of Incorporation at 591 Kathy Lane # A, Margate,
Florida 33068 has named Albert Millington, located at the aforesaid address,
as its Registered Agent to accept service of process within the state.

Acknowledgment

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


Albert Millington,
Registered Agent.

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05 FEB 11 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA