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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : REDGRAVE & ROSENTHAL, LLP
Account Number : I20020000007
Phone : (561) 347-1700
Fax Number : (561) 391-9944

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FLORIDA PROFIT CORPORATION OR P.A.**Redline Marine Engine Servicing, Inc.**

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ARTICLES OF INCORPORATION
OF
REDLINE MARINE ENGINE SERVICING, INC.
A FLORIDA CORPORATION

The undersigned, acting as Incorporator of REDLINE MARINE ENGINE SERVICING, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is REDLINE MARINE ENGINE SERVICING, INC. and the street address of the initial principal office of the Corporation is 1218 SW 1 Ave., Fort Lauderdale, Florida 33315.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of \$.001 par value Common Stock.

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ARTICLE IVINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432, and the name of the initial Registered Agent of the Corporation at that address is Redgrave & Rosenthal LLP.

ARTICLE VINITIAL BOARD OF DIRECTORS

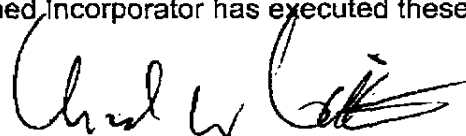
The Corporation shall initially have two Directors to hold office until the first Annual Meeting of Shareholders and until their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The name and address of the initial Directors of the Corporation are:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Jason Buchanan | 1218 SW 1 Ave. Fort Lauderdale, Florida 33315 |
| Efrain Ramos | 1218 SW 1 Ave. Fort Lauderdale, Florida 33315 |

ARTICLE VIINCORPORATOR

The name and address of the Incorporator of the Corporation is Gerald W. Gritter, Esquire, Redgrave & Rosenthal LLP, 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on May 2, 2005.



GERALD W. GRITTER, Incorporator

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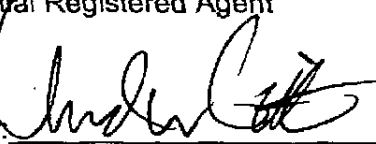
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for REDLINE MARINE ENGINE SERVICING, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

REDGRAVE & ROSENTHAL LLP,
Initial Registered Agent

Dated: May 2, 2005

By



GERALD W. GRITTER

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