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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
3/6

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ATTORNEY AT LAW

DAVID K. OAKS

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February 27, 2006

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

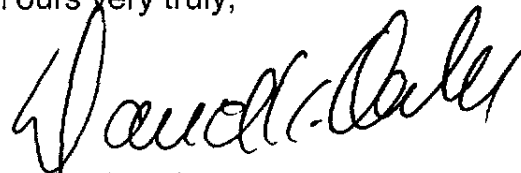
**RE: SHIP MATES BOAT DETAILING AND CLEANING, INC.
ARTICLES OF INCORPORATION**

Dear Sir:

Enclosed please find the original and two copies of the Articles of Incorporation for SHIP MATES BOAT DETAILING AND CLEANING, INC., together with our check in the amount of \$78.75 for the filing fee. Please return a stamped copy of the articles to the above address.

Thank you for your assistance in this matter.

Yours very truly,



David K. Oaks

DKO:js
Encl.
cc: client

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHIP MATES BOAT DETAILING AND CLEANING, INC.

We, the undersigned, LEONARD SPERLING, CINDY WATSON-SPERLING, RUSS BOURBON and SONYA BOURBON, do hereby prepare these Articles of Incorporation for the purpose of forming a corporation for profit as provided under the laws of the State of Florida.

1. NAME. The name of the corporation shall be SHIP MATES BOAT DETAILING AND CLEANING, INC. a Florida corporation.

2. PURPOSE. The said corporation is to be in the business of engaging in any and all activities allowable under the laws of the State of Florida.

3. GENERAL POWERS. The Association shall have the following powers:

a) To buy, sell, trade, exchange and otherwise transfer and assign all types of real, personal and mixed property, and more specifically to engage fully for the purposes contained in Article II above.

b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

c) To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida Statute 607.141.

d) To construct, buy, own, sell, lease, and operate such buildings and other structures and facilities as may be deemed

necessary and proper in connection with the conduct of the business of said corporation.

e) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all any of its property, and income.

g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida Statute 607.011, and to exercise all other powers provided by law to be exercised by corporations.

4. TERM. This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

5. OFFICE. The principal office and mailing address of the corporation is 48 Eden Drive, Fruitland Park, FL 34731.

6. MANAGEMENT. This corporation shall have four directors, elected in accordance with the corporation by-laws. The affairs and business of this corporation shall be conducted by the Board of Directors and a President/Vice-President/Secretary/Treasurer, all of whom will be elected annually by the members of the corporation.

7. DIRECTORS. The names and addresses of the first Board of Directors of this corporation follows:

LEONARD SPERLING	4936 Sword Road Virginia Beach, VA 23455
CINDY WATSON-SPERLING	4936 Sword Road Virginia Beach, VA 23455

RUSS BOURBON

4930 Sword Road
Virginia Beach, VA 23455

SONYA BOURBON

4930 Sword Road
Virginia Beach, VA 23455

This Board of Directors shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

7. **OFFICERS.**

a) The names and addresses of the first Officers of this corporation are as follows:

President

SONYA BOURBON
4930 Sword Road
Virginia Beach, VA 23455

Vice-President

LEONARD SPERLING
4936 Sword Road
Virginia Beach, VA 23455

Secretary

CINDY WATSON-SPERLING
4936 Sword Road
Virginia Beach, VA 23455

Treasurer

RUSS BOURBON
4930 Sword Road
Virginia Beach, VA 23455

These officers shall hold office for the first year of the corporation's existence or until their successors have been elected and have qualified.

8. **STOCK.** Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock with \$1.00 par value; no other class or type of stock to be issued. Each share of stock shall entitle the owner thereof to one (1) vote.

9. **SHAREHOLDERS.** The name and post office address of each shareholder hereto, the number of shares of stock each agrees to take, and the amount to be paid therefore, follows:

LEONARD SPERLING and CINDY WATSON-SPERLING
Husband and Wife, Joint Tenants with rights of
survivorship
4936 Sword Road
Virginia Beach, VA 23455

50 shares

RUSS BOURBON and SONYA BOURBON
Husband and Wife, Joint Tenants with rights of
survivorship
4930 Sword Road
Virginia Beach, VA 23455

50 shares

10. RESIDENT AGENT. The name and address of the resident
agent of the corporation is:

DAVID K. OAKS, ESQ.
DAVID K. OAKS, P.A.
407 East Marion Avenue, Suite 101
Punta Gorda, FL 33950

11. BY-LAWS. The By-laws of the Association shall be adopted
by the Board of Directors, and may be altered, amended or rescinded
by a majority of the Board of Directors present at any regular or
special meeting called for that purpose.

IN WITNESS WHEREOF, said parties and subscribers have hereunto
set their hands and seals this 27 day of February, 2006.

SIGNED AND SEALED
IN THE PRESENCE OF AS TO ALL
WITNESSES:

Facile McSmith

Antoine L. G. xard

Leonard Sperling

LEONARD SPERLING
4936 Sword Road
Virginia Beach, VA 23455

Cindy Watson-Sperling

CINDY WATSON-SPERLING
4936 Sword Road
Virginia Beach, VA 23455

Russ Bourbon

RUSS BOURBON
4930 Sword Road
Virginia Beach, VA 23455

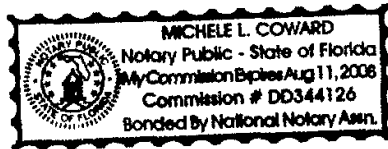
Sonya Bourbon

SONYA BOURBON
4930 Sword Road
Virginia Beach, VA 23455

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public in and for the above State and County, personally appeared **LEONARD SPERLING, CINDY WATSON-SPERLING, RUSS BOURBON and SONYA BOURBON**, incorporators of **SHIP MATES BOAT DETAILING AND CLEANING, INC.** who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the uses and purposes therein expressed on behalf of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this 27 day of February, 2006.
My Commission Expires:



Michele L. Coward

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.


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First, That SHIP MATES BOAT DETAILING AND CLEANING, INC. organized under
the laws of the State of Florida with its principal office as indicated in the Articles of
Incorporation at 48 Eden Drive, Fruitland Park, Florida County of Lake, State of Florida,
has named DAVID K. OAKS, ESQ., DAVID K. OAKS, P.A., 407 East Marion Avenue, Suite
101, Punta Gorda, County of Charlotte, 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 stated corporation,
at place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said act relative to keeping open said office.

By


Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA