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Florida Department of State
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

henley's custom marine, inc.

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TALLAHASSEE, FLORIDA

407000167829

**ARTICLES OF INCORPORATION
OF**

HENLEY'S CUSTOM MARINE, INC.

The undersigned subscriber to the Articles of Incorporation, natural person, competent to contract, desiring to form a corporation under the laws of the State of Florida, hereby makes, subscribes and acknowledges this certificate for that purpose, as follows:

ARTICLE I

The name of the corporation is:

HENLEY'S CUSTOM MARINE, INC.

ARTICLE II

The purpose for which the corporation is formed is to engage in the conduct of any lawful business activity.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time are One Hundred (100) shares at no par value.

This instrument prepared by:

John Militana, Esquire
Militana, Militana & Militana, P. A.
8801 Biscayne Boulevard, Suite 101
Miami, Florida 33138
Telephone (305) 758-6691
Florida Bar No. 148267

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ARTICLE V

The street address of the initial registered and principal office of this Corporation is:

18275 AIA
Jupiter, FL 33478

ARTICLE VI

The name of the initial Registered Agent of this Corporation is:

FRANK SCOTT HENLEY

ARTICLE VII

The Corporation shall have ONE (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII

The name and address of the initial director of this Corporation is:

FRANK SCOTT HENLEY 18275 AIA
Jupiter, FL 33478

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is:

FRANK SCOTT HENLEY 18275 AIA
Jupiter, FL 33478

ARTICLE X

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

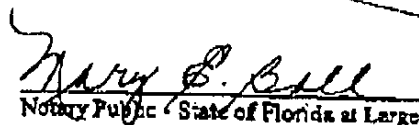
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation on this 26 day of June, 2007.


FRANK SCOTT HENLEY

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County
set forth above, personally appeared FRANK SCOTT HENLEY, to me known to be the person who
has executed the foregoing Articles of Incorporation and he has acknowledged before me that he has
executed these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County
aforesaid this 26 day of June, 2007.


Notary Public, State of Florida at Large



MARY E. BALL
Commission DO 638244
Expires December 11, 2009
Renewal Fee: \$10.00 (Notary Public Fee: \$10.00)

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TOTAL P.05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA H07000167829

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

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

FIRST: HENLEY'S CUSTOM MARINE, INC., desiring to organize under the laws of the
State of Florida with its principal office as indicated in the Articles of Incorporation:

18275 AIA
Jupiter, FL 33478

SECOND: The name of the initial Registered Agent of this Corporation is:

FRANK SCOTT HENLEY

as its agent to accept service of process within the 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 this Act relative to keeping this office.


FRANK SCOTT HENLEY

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