

P95000011174

LAW OFFICES OF EARL R. NILES, P.A.  
350 West Flagler Street, Suite 110  
Miami, Florida 33130

Telephone: (305) 577-9888

Telecopier: (305) 577-0808

- Admitted Before The Florida Bar And the Federal Bar, Middle District -

EARL R. NILES  
ATTORNEY at LAW

EFFECTIVE DATE

1-31-95

February 3, 1995

Florida Department of State  
Division of Corporations - New Filings Section  
P.O. Box 6327  
Tallahassee, Florida 32314,

RE: Articles of Incorporation of:  
MIAMI MARINE SALES & SERVICES, INC.

6000001399946  
-02/08/95--01027--007  
\*\*\*\*122.00 \*\*\*\*122.00

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the  
Articles of Incorporation for the above corporation and check  
in the amount of \$122.50.

Please call if you have any questions.

Sincerely,

*Earl R. Niles*  
EARL R. NILES, ESQUIRE

LAW OFFICES OF EARL R. NILES, P.A.  
350 WEST FLAGLER STREET, SUITE 110  
MIAMI, FLORIDA 33130  
Tel: (305) 577-9888  
(305) 577-3000  
Fax: (305) 577-0808  
Fla. Bar No.: 913243

ERN/tbm

cc: Miami Marine Sales & Services, Inc.  
File

d:\usr\business\incorp\midgett\dept.ltr

FILED  
95 FEB - 7 PM 2 03  
TALLAHASSEE, FL  
2-9-95

ARTICLES OF INCORPORATION  
OF  
MIAMI MARINE SALES & SERVICES INC.

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- Table Of Contents -

ARTICLE I - Name .....	2
ARTICLE II - Duration .....	2
ARTICLE III - Purpose .....	2
ARTICLE IV - Capital Stock .....	2
ARTICLE V - Init. Reg. Office & Agent .....	3
ARTICLE VI - Init. Board .....	3
ARTICLE VII - Incorporators .....	3
ARTICLE VIII- AMENDMENTS .....	4
ACKNOWLEDGEMENT .....	4
ACCEPTANCE OF AGENCY .....	6

ARTICLES OF INCORPORATION  
OF

MIAMI MARINE SALES & SERVICE, INC.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

EFFECTIVE DATE  
1-31-95

The name of this Corporation shall be **MIAMI MARINE SALES & SERVICES INC.**

ARTICLE II - DURATION

The Corporation shall have a perpetual existence. The corporate existence commences at the date of execution and acknowledgement of these Articles this 31st day of January, 1995.

ARTICLE III - PURPOSE

The purpose of this Corporation is to conduct the sale of boats and marine related equipment and services in any manner decided by the company.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding, at any time, is one thousand (1000) shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENTS**

The initial registered office of this Corporation shall be 350 West Flagler Street, Suite 110, Miami, Florida 33130, Telephone (305) 374-2300 and the initial registered agents shall be Frederick Gatchell, Sr., President, and Captain Farron Midgett, Vice-President, who, having accepted this designation, agree to comply with the provisions of Section 607.0505, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The principal office address of this Corporation shall be 350 West Flagler, Suite 110, Miami, Florida 33130.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two (2) members. The number of Directors may be increased or decreased from time to time by vote of stockholders, but in no case shall the number of Directors be less than one (1). The names and addresses of the Directors constituting the initial Board of Directors are:

NAME	ADDRESS
FREDERICK GATCHELL, SR.	85 South Atlantic Avenue Cocoa Beach, Florida 32931
CAPTAIN FARRON MIDGETT	435 Angelo Lane Cocoa Beach, Florida 32931

**ARTICLE VII - INCORPORATORS**

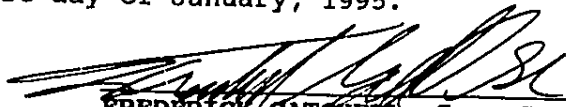
The names and street addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
FREDERICK GATCHELL, SR.	85 South Atlantic Avenue Cocoa Beach, Florida 32931
CAPTAIN FARRON MIDGETS	435 Angelo Lane Cocoa Beach, Florida 32931

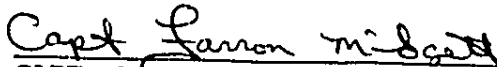
**ARTICLE VIII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions 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 have executed these Articles of Incorporation for the uses and purposes herein stated this 31st day of January, 1995.



FREDERICK GATCHELL, Sr., Registered Agent



CAPT. FARRON MIDGETT, Registered Agent

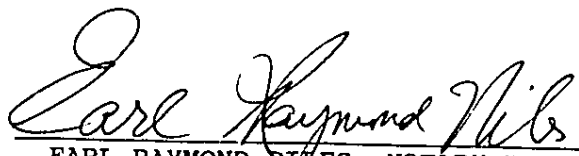
STATE OF FLORIDA |  
                          SS  
COUNTY OF DADE |

BEFORE ME, an officer authorized to take acknowledgements in the state and county set forth above, personally appeared **FREDERICK GATCHELL, SR.**, and **CAPTAIN FARRON MIDGETT**, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they executed same freely and voluntarily for the uses and purposes expressed therein. The foregoing Articles of Incorporation were acknowledged before me this 31st day of January 1995, by **FREDERICK GATCHELL, Sr.** and **CAPTAIN FARRON MIDGETT** as Incorporators, who produced identification as follows:

**Frederick Gatchell, Sr.**, valid Florida Drivers License No.: G324-245-40-471-0.

**Capt. Farron Midgett**, valid Florid Drivers License No.: M323-252-56-174-0.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 31st day of January, 1995.

  
EARL RAYMOND PILES, NOTARY PUBLIC  
State of Florida at Large

My commission expires:

Notary Public, State of Florida  
Commission Expires June 2, 1997  
Bonded Thru Troy Fain - Insurance Inc.

**CERTIFICATE OF DESIGNATION & ACCEPTANCE  
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Chapter 607.05012 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agents, in the State of Florida.

1. The name of the corporation is:

**MARINE SALES & SERVICE INC.**

EFFECTIVE DATE  
1-31-95

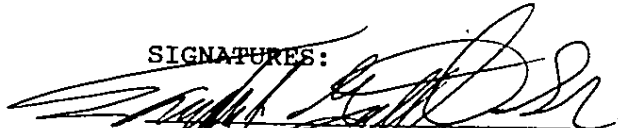
2. The names and addresses of the registered agents and office are:

- (1) Frederick Gatchell, Sr.  
350 West Flagler Street, Suite 110  
Miami, Florida 33130
- (2) Captain Farron Midgett  
350 West Flagler Street, Suite 110  
Miami, Florida 33130

FILED  
05 FEB -7 PM 2:00  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

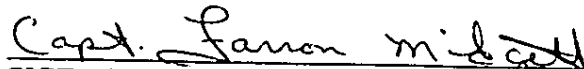
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURES:



FREDERICK GATCHELL, Sr., Registered Agent

Date: 2-3-95



CAPT. FARRON MIDGETT, Registered Agent

Date: 2-3-95

# P95000011174

## TRANSMITTAL LETTER

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

100001607551  
-10/11/95--01126--022  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Miami Marine Sales & Services, Inc.  
(Proposed corporate name - must include suffix)

Amendment to  
Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

\$87.50  
\$35. - Filing Fee  
\$2.50 Certified Copy

FROM:

NICK STIEGLITZ  
Name (printed or typed)

1205 Magnolia Ave #430  
Address

Coral Gables FL 33146  
City, State & Zip

305 666 4848  
Daytime Telephone number

FILED  
95 OCT - 3 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

① OK to add RA  
② Acceptance -  
Panama, Sp

NOTE: Please provide the original and one copy of the articles.



**AMENDMENT TO**  
**ARTICLES OF INCORPORATION**  
**of**  
**MIAMI MARINE SALES & SERVICES INC.**  
**a Florida Corporation**  
**Document Number P95000011174**

FILED  
95 OCT -3 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MIAMI MARINE SALES & SERVICES INC., pursuant to Article VIII - Amendment of its Articles of Incorporation, files the following Amendment to its Articles as follows:

Article V - Initial Registered Office and Agents shall be amended to read as follows:

**ARTICLE V**

**REGISTERED AGENT AND OFFICE**

The name and address of the Registered Agent, and the address of the Registered Office of the Corporation is:

Captain Farron Midgett  
Miami Marine Sales & Services, Inc. - Terminal One  
3840 NW North River Drive  
Miami, Florida 33142.

Article VI - Initial Board of Directors shall be amended to read as follows:

**ARTICLE VI**

**BOARD OF DIRECTORS**

The Board of Directors shall consist of at least One member. The number of Directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of Directors be less than one. The name and address of the sole current Director is:

Captain Farron Midgett  
Miami Marine Sales & Services, Inc. - Terminal One  
3840 NW North River Drive  
Miami, Florida 33142.

The following Articles shall be added to and henceforth be a part of the Amended Articles of Incorporation of the Corporation:

**(X)**

**INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**X**

**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**XI**

**INFORMAL DIRECTOR ACTION**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XII**

**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and sole Director and Officer of the Corporation has executed these Amendments to the Articles of Incorporation in the State of Florida, this 29 day of September, 1995.

Captain Farron Midgett  
Captain Farron Midgett, sole officer  
and director, Miami Marine Sales &  
Services Inc.

I am familiar with and accept the duties  
and responsibilities as registered agent.