

CAPITAL CONNECTION, INC.

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Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

95000015514

PHONE ()

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Florida International
Marine Supplies, Inc

C.C. FEE. DISBURSED

Capital Express™

Art. of Amend. Filu

Record Search

Ltd. Partnership Filu

Foreign Corp. Filu

() Form Copy(s)

100001414301

02/24/95--01058--003

*****70.00 *****70.00

Art. of Amend. Filu

Dissolution/Withdrawal

C U F

Fictitious Name Filu

EFFECTIVE DATE

MAR 1 1995

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 Filu

UCC 11 Search

UCC 11 Retrieval

Filo No.'s, Copies

Courier Service

Shipping/Handling

Phone ()

Top Priority

Express Mail Prop

FAX () pgs

FILED
05 FEB 24 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAK

WALK-IN
Will Pick Up 2:27 1:00

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

FLORIDA INTERNATIONAL MARINE SUPPLIES, INC.

FILED

95 FEB 24 PM 12:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

EFFECTIVE DATE
MAR 1 1995

I.
Name

The name of the Corporation is:

FLORIDA INTERNATIONAL MARINE SUPPLIES, INC.

II.
Term of Existence

The date when corporate existence will commence is March 1, 1995, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

III.
Principal Office

The principal office of the Corporation is 6770-6 121st Avenue North, Largo, Florida 34643.

IV.
Capital Stock

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 114 S. Pinellas Avenue, Tarpon Springs, Florida 34689, and the name of its initial registered agent at such address is Michael E. Dris, Esquire.

VI.
Directors

The Corporation will have four (4) Directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation

will always have at least 1 but no more than 5 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
NYDIA ROUSSOS	475 Ramona Avenue Staten Island, NY 10309
MICHAEL TATSIS	50-42 Horatio Parkway Bayside, NY 11364
JOHN ROUSIS	6770-6 121st Avenue N. Largo, FL 34643
JOHN SHUFFLER	4438 Highland Lane Lakeland, FL 33813

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
MICHAEL E. DRIS, ESQ.	114 S. Pinellas Avenue Tarpon Springs, FL. 34689

VIII.
Preemptive Rights

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his other preemptive rights by affirmative written notice of waiver within 30 days of receipt of notice of the Corporation's issuance of shares.

IX.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE X.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

XI.
Bylaws

The power to adopt, alter, amend or repeal Bylaws will be vested in the Corporation's Board of Directors.


XII.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on February 22, 1995.



MICHAEL E. DRIS, ESQUIRE
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: February 22, 1995



MICHAEL E. DRIS, ESQUIRE

FILED
95 FEB 24 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA