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April 21, 1995

The Honorable Jim Smith
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Incorporation of Ocean Harbor Marine of the Florida Keys, Inc.
Our File Number: 1201-95-79

Dear Mr. Secretary:

Enclosed please find two original sets of the Articles of Incorporation for Ocean Harbor Marine of the Florida Keys, Inc. Please file the Articles of Incorporation and return a certified copy of the Articles to me.

Our law firm check number 1738 in the amount of \$122.50 is enclosed as payment of the filing fee.

Thank you for your assistance in this matter. Should you have any questions, please telephone me at my Fort Lauderdale office.

Very truly yours,

BIRR & KING, P.A.

JAMES O. BIRR, JR.

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Enclosures - Articles of Incorporation (2)
- Check #1738
cc: Mr. Dennis G. Hunt
c:\95data\corp\ohmk420.ltr

ARTICLES OF INCORPORATION
OF
OCEAN HARBOR MARINE OF THE FLORIDA KEYS, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

Article I - Name and Address

The name of the corporation is OCEAN HARBOR MARINE OF THE FLORIDA KEYS, INC., and the initial street address is 2881 East Oakland Park Boulevard, Suite 300, Fort Lauderdale, Florida 33306.

Article II - Commencement and Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

Article III - Purpose

The corporation is formed for the following purposes:

To carry on any business whatsoever that this corporation may deem proper or convenient or, in addition thereto, that it may deem calculated, directly or indirectly, to improve the interest of this corporation, and to do all things and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated shall, except where otherwise stated, be in nowise limited or restricted by

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any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

Article IV - Stated Capital

The corporation is authorized to issue Seven Thousand Five Hundred (7,500) Shares of capital stock, which shall be all of the same class at One Dollar (\$1.00) par value per share.

Article V - Incorporator

The name and address of the Incorporator to these Articles of Incorporation is: JAMES O. BIRR, JR., 2881 East Oakland Park Boulevard, Suite 300, Fort Lauderdale, Florida 33306.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 2881 East Oakland Park Boulevard, Suite 300, Fort Lauderdale, Florida 33306, and the name of the initial registered agent of the corporation at that address is JAMES O. BIRR, JR.

Article VII - Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 21st day of April, 1995.


JAMES O. BIRR, JR.

(SEAL)

STATE OF FLORIDA)
 :
COUNTY OF BROWARD)

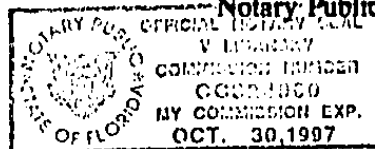
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JAMES O. BIRR, JR., personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed, and he did take an oath.

Witness my hand and official seal this 21st day of April, 1995, in the state and county aforesaid.


V. LIBANSKY

Notary Public, State of Florida

My Commission expires:



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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to chapter 607.034, Florida Statutes, the following is submitted:

That OCEAN HARBOR MARINE OF THE FLORIDA KEYS, INC., having been organized under the laws of the State of Florida, with its principal office, as stated in the Articles of Incorporation, has appointed a registered agent, to wit:

JAMES O. BIRR, JR., located at 2881 East Oakland Park Boulevard, Suite 300, Fort Lauderdale, Florida 33306, County of Broward, State of Florida, and has authorized this registered agent to accept service of process within the State and perform any other duties so required by law.

ACKNOWLEDGMENT and ACCEPTANCE:

Having been named as the registered agent for OCEAN HARBOR MARINE OF THE FLORIDA KEYS, INC., at the registered office designated in this Certificate, I hereby acknowledge and accept said appointment and further acknowledge being familiar with and accepting the obligations and responsibilities of registered agent as provided under Florida law.



JAMES O. BIRR, JR.

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