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Cunningham, Albritton & Miller, P.A.

RALPH E. CUNNINGHAM, JR.
LAWRENCE E. ALBRITTON
ROBERT K. MILLER

— Law Firm —

MARSHALL G. WISEHAFT
W. J. HEFFERNAN, JR.
GABRIEL F. ZAMBRIANO

2975 OVERSEAS HIGHWAY
P.O. BOX 600938
MARATHON, FLORIDA 33060-0938
305/743-9427
FAX: 305/743-8800

May 4, 1995

STATE OF FLORIDA
Division of Corporations
Attn: New Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Neptune Watersports, Inc.
Our File No. 95-M-40

300001479333
-05/08/95--01115--001
****122.50 ****122.50

Dear Corporation Specialist:

Enclosed please find the original plus one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Please find our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,

Jeannie France
Jeannie France, Legal
Assistant to ROBERT K. MILLER

/j kf
Enclosures

66678
06/13
06071

5/10/95
HA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 10, 1995

CUNNINGHAM, ALBRITTON & MILLER P.A.
2975 OVERSEAS HIGHWAY
MARATHON, FL 33050-0938

SUBJECT: NEPTUNE WATERCRAFT, INC.
Ref. Number: W95000009934

We have received your document for NEPTUNE WATERCRAFT, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 095A00023759

Cunningham, Albritton & Miller, P.A.

RALPH E. CUNNINGHAM, JR.
LAWRENCE E. ALBRITTON
ROBERT K. MILLER

— Law Firm —

2975 OVERSEAS HIGHWAY
P.O. BOX 500938
MARATHON, FLORIDA 33050-0938
305/743-9427
FAX: 305/743-8800

MARSHALL G. WISEHEART
W. J. HEFFERNAN, JR.
GABRIEL F. ZAMBRANO

May 17, 1995

Terri Buckley, Corporation Specialist
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Neptune Watercraft, Inc.

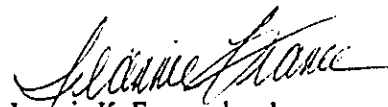
Dear Ms. Buckley:

Enclosed is the original paperwork back, including your letter dated May 10th.

The registered agent designated in Article IV is Robert K. Miller. Robert K. Miller has signed his legal signature as registered agent for this corporation.

Please process this paperwork.

Very truly yours,



Jeannie K. France, legal
assistant to ROBERT K. MILLER

/j kf
Enclosures

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME.

The name of this corporation is Neptune Watercraft, Inc.

ARTICLE II - PURPOSE.

This corporation is organized for the purposes of conducting *any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is:

2975 Overseas Highway
Marathon, Florida 33050

and the name of the initial registered agent of this corporation at that address is:

Robert K. Miller

ARTICLE V - BOARD OF DIRECTORS.

25 JUL 22 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws. The name and address of the initial director is:

F. James Manson
2319 N. Roosevelt Blvd.
Key West, Florida 33040

ARTICLE VI - INCORPORATORS.

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

Frank James Manson
2319 N. Roosevelt Blvd.
Key West, FL 33040

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at Key West, Monroe County, Florida.

ARTICLE VIII - INDEMNIFICATION.

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

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 3^d day of May, 1995.

F. James Manson

STATE OF FLORIDA)
 ss:
COUNTY OF MONROE)

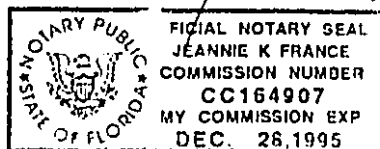
ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 3^d day of May, 1995 by F. James Manson, who has produced HIS FLORIDA DRIVERS LICENSE, as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 3^d day of May, 1995.

Jeannie K. France
NOTARY PUBLIC, State of Florida

My commission expires:



CERTIFICATE

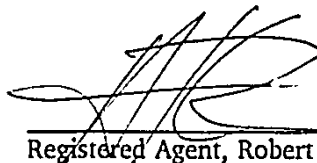
Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: THAT NEPTUNE WATERCRAFT, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Key West, Monroe County, State of Florida, has named Robert K. Miller, located at 2975 Overseas Highway, Marathon, Florida 33050, State of Florida, as its agent to accept service of process with Florida.

F. James Manson
F. JAMES MANSON

35 MAR 22 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby 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.



Registered Agent, Robert K. Miller

Dated: 30, May, 1995