

P95000056822
FRED J. WARD, P.A.
ATTORNEY AT LAW

303 TRANSFLORIDA BANK BUILDING
400 SHERIDAN STREET
DANIA, FLORIDA 33004
TELEPHONE (305) 920-0882
FAX (305) 920-0884

July 11, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

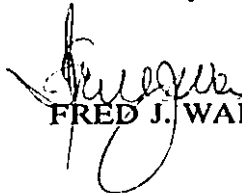
Re: Incorporation of DEAN POINTER, INC.

Gentlemen:

Enclosed please find two fully executed Articles of Incorporation, together with Resident Agent designation. I have enclosed my trust account check in the amount of \$122.50, representing the filing fee and for the return of a certified copy.

Thank you.

Yours truly,


FRED J. WARD

FJW:kb
enclosures as stated

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1995 JUL 21 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R CHESSEY JUL 24 1995

ARTICLES OF INCORPORATION

OF

POINTER MARINE, INC.

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1995 JUL 21 PM 3 48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being of legal age and a natural person, does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

POINTER MARINE, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

100 Shares of Common Stock
\$1.00 Par Value, Per Share

All of said stock shall be payable in cash, property, real or personal, labor or services, in lieu of cash, at a just valuation to be fixed by the Board of Directors of

this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid.

ARTICLE IV

The amount of capital which this corporation shall commence business shall not be less than \$100.00.

ARTICLE V

The initial post office address of this corporation is:

4111 Ravenswood Road
Fort Lauderdale, Florida 33312

Registered Agent for service in the State of Florida shall be:

DEAN POINTER
4111 Ravenswood Road
Fort Lauderdale, Florida 33312

The principal office of this corporation shall be in Broward County, Florida. The Board of Directors may vote from time to time to move the post office address and principal office to any other address in the State of Florida.

ARTICLE VI

The corporation shall have no less than one (1) nor more than three (3) directors. The number of directors may be altered from time to time by the By-Laws, adopted by the Stockholders. The names and post office addresses of the

officers and members of the First Board of Directors are:

NAME:	ADDRESS:	OFFICE:
DEAN POINTER	4111 Ravenswood Road Fort Lauderdale, Florida 33312	President

The members of the First Board of Directors shall hold office until the first annual meeting of the stockholders of this corporation.

ARTICLE VII

The name and post office address of the subscribers to these Articles of Incorporation, the number of shares they agree to take and the value of the consideration to be paid therefor is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. SHARES</u>	<u>VALUE</u>
DEAN POINTER	4111 Ravenswood Road Ft. Lauderdale, FL 33312	100	\$100.00

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT:

The registered office and registered agent of the corporation shall be:

DEAN POINTER
4111 Ravenswood Road
Fort Lauderdale, Florida 33312

ARTICLE IX

After incorporation, the corporation may adopt a plan agreeable to and

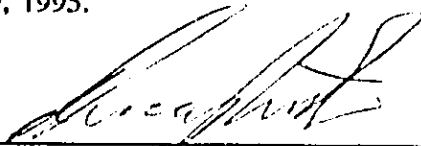
consistent with Section 1244 of the Internal Revenue Code in connection with offering the stock of the corporation. Additionally, the corporation reserves the right to make an election as a Subchapter "S" corporation, agreeable to the provisions of the U.S. Internal Revenue Code.

ARTICLE X

The Articles of Incorporation may be amended in the manner provided in the Florida Statutes, or any successor provision in said Statutes. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon. However, in lieu of the above-described procedure, an amendment may be made by a written instrument signed by all of the directors and stockholders of the corporation.

THE UNDERSIGNED, being the original subscriber to these Articles of Incorporation, for the purpose of forming a corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares of stock hereinabove set forth, and accordingly have hereunto set his hand

and seal this 17 day of July, 1995.



_____(SEAL)
DEAN POINTER

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, duly authorized in the State of Florida and
County aforesaid, to take acknowledgments, personally appeared

DEAN POINTER,

to me known to be the person described as the subscriber in the foregoing Articles
of Incorporation, and he has acknowledged before me that he subscribed to and
executed said Articles of Incorporation, this 17th day of July, 1995.



Notary Public, State of Florida
FRED J. WARD
Notary Commission No. CC202851

My Commission Expires:



OFFICIAL SEAL
FRED J. WARD
My Commission Expires
June 26, 1996
Comm. No. CC 202851

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

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

FILED
1995 JUL 21 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First--That DEAN POINTER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named DEAN POINTER, located at 4111 Ravenswood Road, Fort Lauderdale, Florida 33312, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

DATED this 17 day of July, 1995.

By: _____

DEAN POINTER, Resident Agent

P9500056822
FRED J. WARD, P.A.
ATTORNEY AT LAW

203 TRANSFLORIDA BANK BUILDING
400 SHERIDAN STREET
DANIA, FLORIDA 33004
TELEPHONE (305) 920-9882
FAX (305) 920-9884

September 13, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

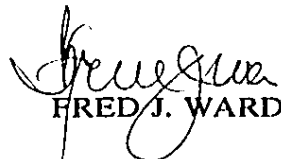
FILED
SEP 19 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Amendment to Articles of Incorporation - Pointer Marine, Inc.

Gentlemen:

Enclosed please find my check in the amount of \$87.50 representing the \$35.00 fee for the amendment, and \$52.50 for a certified copy of same.

Yours truly,


FRED J. WARD

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*****87.50 *****87.50

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enclosures as stated

NC
DEF
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AMENDMENT TO
ARTICLES OF INCORPORATION

OF

POINTER MARINE, INC.

At a meeting of the sole director and the sole stockholder, held on September 11, 1995, it was determined that ARTICLE I of the Articles of Incorporation, be amended and shall henceforth read:

ARTICLE I

The name of this corporation shall be:

HARBOUR MARINE ENGINE & SUPPLY, INC.

CONSENT AND RATIFICATION

THE UNDERSIGNED, DEAN POINTER, being the sole stockholder and director, hereby consents to the above amendment, effective September 11, 1995.

DATED this 11 day of September, 1995.



DEAN POINTER

Sole Stockholder, Director, President

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1995