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 NAME: T & C MARINE ENGINE, INC.
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ARTICLES OF INCORPORATION

OF

T & C MARINE ENGINE, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be T & C MARINE ENGINE, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be 2945 State Road 84, A-9, Ft. Lauderdale, FL 33012.

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

(I) The corporation shall have authority to issue ten thousand shares (10,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right

GLENN R. KEE, ESQ.
517 S.W. 1ST AVENUE
FORT LAUD., FL 33301

FL. BAR NO. 239119
(305) 524-4141

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or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 817 S.W. First Avenue, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at said address is Glenn R. Neo.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one (1) director, and shall have one (1) director initially. The number of director may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the person who is to serve as director until the first annual meeting of shareholders or until its successors are elected and qualify, is:

Roger Lanteigne
1608 Tyler St
Hollywood, FL 33019

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is Roger Lanteigne, 1608 Tyler St, Hollywood, FL 33019.

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IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 16th day of FEBRUARY, 1996.

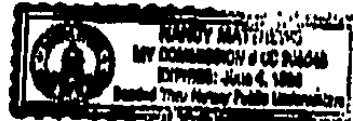
Roger Lanteigne
ROGER LANTEIGNE

STATE OF FLORIDA
COUNTY OF BROWARD

THE FOREGOING Articles of Incorporation were acknowledged before me this day by ROGER LANTEIGNE, who is personally known to me or had produced a FL DL # 1632-730-000 49-739-0 as identification and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of February, 1996.

Nancy Matthews
Notary Public
My Commission Expires:



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

The following is submitted, in compliance with Section 48.091,
Florida Statutes,

THAT T & C MARINE ENGINE, INC., a corporation organizing under
the laws of the State of Florida, has named GLENN R. NEE as its
Registered Agent to accept service of process within this State,
whose registered office is located at 517 S.W. First Avenue, Fort
Lauderdale, Florida 33301.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
entitled corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to the proper and complete
performance of my duties.



GLENN R. NEE
517 S.W. First Avenue
Fort Lauderdale, FL 33301

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TALLAHASSEE, FLORIDA

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