

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0111 FAX

000-342-8086



RECEIVED
96 MAR 10 11
DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032

REFERENCE : 867666 4327828

AUTHORIZATION :

Patricia Pyjts

COST LIMIT : \$ 122.50

ORDER DATE : March 4, 1996

ORDER TIME : 8:52 AM

ORDER NO. : 867666

CUSTOMER NO: 4327828

900001730829

CUSTOMER: Warren D. Hayes, Sr, Esq
ALLEY, MAASS, ROGERS &
LINDSAY, P.A.
321 Royal Poincianna Pl.

Palm Beach, FL 33480

EFFECTIVE DATE
MAR - 1 1996

DOMESTIC FILING

NAME: WATERFORD MARINE, INC.

EFFECTIVE DATE: 3-1-96

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

T. BROWN MAR - 4 1996

FILED
96 MAR - 4 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
MAR - 1 1996

ARTICLES OF INCORPORATION

OF

WATERFORD MARINE, INC.

FILED
96 MAR -4 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Waterford Marine, Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is:

Waterford Farm, Rt. 709
P.O. Box 1082
Middleburg, VA 22117.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciann Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Warren D. Hayes, Sr.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

John D. Evans
Waterford Farm, Rt. 709
P.O. Box 1082
Middleburg, VA 22117.

Article IX - Incorporator

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

Warren D. Hayes, Sr.
321 Royal Poinciana Plaza
Palm Beach, FL 33480.

Article X - Indemnification

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

Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of March, 1996.


Warren D. Hayes, Sr.

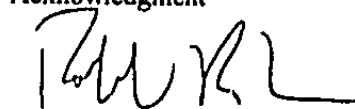
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing was acknowledged before me this 1st day of March, 1996, by Warren D. Hayes, Sr., who is personally known to me.



ROBB R MAASS
My Commission CC497088
Expires Oct. 18, 1999

Signature of Person Taking
Acknowledgment




Name typed, printed or stamped

Title or Rank:

Serial Number:

Acceptance of Designation

The undersigned, Warren D. Hayes, Sr., hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Warren D. Hayes, Sr.