

1201 HAYS STREET
TALLAHASSEE, FL 32301
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000-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 867666 4327828

AUTHORIZATION :

Patricia Pjute

COST LIMIT : \$ 122.50

ORDER DATE : March 4, 1996

ORDER TIME : 8:51 AM

ORDER NO. : 867666

700001730827

CUSTOMER NO: 4327828

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

FILED
96 MAR - 4 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: TIMELESS MARINE ENTERPRISES,
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

RECEIVED
95 MAR - 4 AM 10:11
DIVISION OF CORPORATIONS

EFFECTIVE DATE
MAR - 1 1996

ARTICLES OF INCORPORATION
OF
TIMELESS MARINE ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is Timeless Marine Enterprises, 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:

1600 S.E. 17th Street, Suite 404
Fort Lauderdale, FL 33316.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 321 Royal Poinciana 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 two directors 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 directors of this corporation are:

David Ross
1203 Memorial Drive
Manitowoc, MI 54220

George Shull
555 Sun Valley Drive, Suite P1
Roswell, GA 30076.

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.

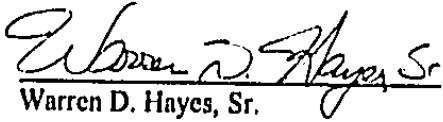
Article XI - By-Laws

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.

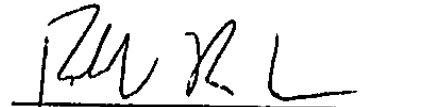

Warren D. Hayes, Sr.

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.



ROBERT R. MAASS
My Commission OC467088
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.
Warren D. Hayes, Sr.

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