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3958 Circle Lake Drive
West Palm Beach, Florida 33417

October 20, 1995

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Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, Florida 32399

Re: FOX MARINE PRODUCTS CORPORATION

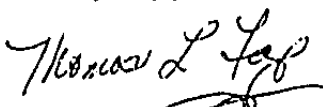
Gentlemen:

Enclosed please find the original and one executed copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find a check in the amount of \$122.50 representing payment of the following: \$35.00, filing fee; \$52.50, certified copy fee; \$35.00, registered agent designation.

Please file the Articles with the State and return a certified copy to the undersigned. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Thomas L. Fox

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66 APR -1 PM 3:17
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FOX MARINE PRODUCTS CORPORATION

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16 APR -1 PM 3:17
TALLAHASSEE, FLORIDA

The undersigned subscriber(s), being natural person(s) competent to contract, hereby file the following Articles of Incorporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name: The name of the corporation is FOX MARINE PRODUCTS CORPORATION.

ARTICLE II

Duration: This corporation shall exist perpetually.

ARTICLE III

Purpose: The purpose of this corporation is to have and exercise any and all powers necessary or convenient to effect its purpose and to otherwise engage in any lawful business permitted under the laws of the State of Florida.

ARTICLE IV

Capital Stock: This corporation is authorized to issue 1,000 shares of capital stock. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V

Initial Registered Office and Agent: The street address of the initial registered office of the corporation is 3958 Circle Lake Drive, West Palm Beach, Florida 33417 and the initial registered agent is Thomas L. Fox.

The street address of the principal office of the corporation is 3958 Circle Lake Drive, West Palm Beach, Florida 33417.

ARTICLE VI

Pre-Emptive Rights: Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of

fractional shares) at the prices at which it is offered to others.

ARTICLE VII

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 less than one. The name and address of the initial director of the corporation is as follows:

Thomas L. Fox 3958 Circle Lake Drive
West Palm Beach, Florida 33417

ARTICLE VIII

Incorporator(s): The name and address of the person(s) signing these Articles is Thomas L. Fox, 3958 Circle Lake Drive, West Palm Beach, Florida 33417.

ARTICLE IX

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

ARTICLE X

Indemnification: The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed from the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at West Palm Beach, Florida this 19th day of October, 1995.

Thomas L. Fox
Thomas L. Fox

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Thomas L. Fox, to me well known or identified by Personally Known to be the person described in and who

subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to the law that he made and subscribed same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal in the county and state last nforesaid this 16/13 day of October, 1995.

Delores A. Graham
NOTARY PUBLIC Delores A. Graham

My Commission Expires:

1/13/97

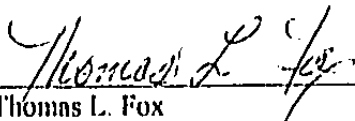


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVING OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


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

FIRST: FOX MARINE PRODUCTS CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in the city of Jupiter, Palm Beach County, State of Florida, has named Thomas L. Fox 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 provisions of said Act relative to keeping said office.



Thomas L. Fox



RECEIVED
SEP 11 1977
TALLAHASSEE, FLORIDA