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June 12, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/19/96--01039--012
*****70.00 *****70.00

Re: BACKWATER MARINE, INC.

Dear Sir/Madam:

Enclosed please find the original and copy of Articles of Incorporation for the above-named corporation. Please file the original of the Articles with the Florida Secretary of State. Please date-stamp the copy, and return it with your letter indicating the filing of the Articles to this office.

Also enclosed is a check in the amount of \$70.00 as your fee for filing the Articles and designating a registered agent.

Thank you for your assistance in this matter.

Sincerely yours,

David A. Zill

David A. Zill

Enclosures: Articles of Incorporation
Check for \$70.00

FILED
56 JUN 18 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/20/96
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FILED
96 JUN 18 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I OF INCORPORATION

of

BACKWATER MARINE, INC.

The undersigned, a natural person competent to contract, acting as incorporator of a corporation under the Florida General Corporation Act, Chapter 607, Fla. Stat. (1995), as amended, adopts the following Articles of Incorporation for such Corporation.

Article 1

Name

The name of this corporation is:

Backwater Marine, Inc.

Article 2

Duration

The duration of this corporation shall be perpetual, commencing on the date these Articles are filed in the office of the Secretary of State of Florida.

Article 3

Purpose

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

Article 4

Capital Stock

The corporation is authorized to issue 1,000 shares of common stock with each share having a par value of \$.001. All shareholders shall have preemptive rights in future stock sales by the corporation.

Article 5

Initial Principal Office and Registered Agent

The initial principal office of this corporation has a street address of 4622 ^{Katy Dr.} ~~Katy~~ Dr., New Smyrna Beach, Florida, and a mailing address of 4622 Katy Dr., New Smyrna Beach, FL 32169. The name of the initial registered agent at this office is Howard Hawn.

Article 6
Board of Directors

The corporation shall have one director. The number of Directors may be increased or decreased from time to time by an amendment of the Bylaws of the corporation, but shall never be less than one.

Article 7
Incorporator

The name and street address of the person signing these Articles of Incorporation as an Incorporator is as follows:

Arlene Eastwood, 39511 S. Nova Rd., Suite 30, Port Orange, Florida 32127

Article 8
Amendment of Articles

The Articles of Incorporation may be amended in the manner provided by law, unless otherwise provided by the Bylaws of the corporation. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

Article 9
Indemnification

The corporation is empowered to indemnify any officer or director, or any former officer or director, pursuant to the Bylaws and to the provisions of Section 607.014, Fla. Stat. (1995), as amended.

Article 10
Informal Action of Directors

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Article 11
Inspection of Accounts and Books

The rights of the shareholders to inspect the books and accounts of this corporation shall be as conferred by the Bylaws, resolutions of the shareholders, or as required by law.

Article 12
Powers of Directors

The directors shall have power to make and to alter or amend the Bylaws; to fix the

amount to be reserved as working capital; and to authorize and cause to be executed mortgages and liens, without limit as to the amount, upon the property and franchise of the corporation. With the written consent of the holders of a majority of the capital stock issued and outstanding, the directors shall have the authority to dispose of, in any manner, the whole property of this corporation.

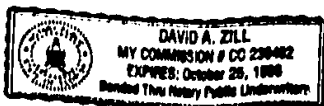
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this May 16, 1976.

Arlene Eastwood
Incorporator

STATE OF FLORIDA
COUNTY OF Florida

Before me, the undersigned authority, personally appeared Arlene Eastwood, well known to me to be the person who executed the foregoing instrument, and who acknowledged before me that she voluntarily executed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Orange, Volusia County, Florida, this May 16, 1976.



David A Zill

(print name)
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

(SEAL)

ACCEPTANCE OF REGISTERED AGENT

Having been named in the foregoing Articles of Incorporation as registered agent to accept service of process for Backwater Marine, Inc., at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Howard Hawn

Howard Hawn,
Registered Agent

Date: 5-17-76