

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 15 AM 9:08

ARTICLES OF INCORPORATION

OF

NORTH ATLANTIC BOAT SUPPLIES, INC.

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligation conferred and imposes by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLES I

CORPORATE NAME

The names of this Corporation shall be:

NORTH ATLANTIC BOAT SUPPLIES, INC.

ARTICLE II

TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful business permitted to corporation organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

A) To conduct and operate a business engaged, in any lawful manner, among other thing, in the purchasing, leasing or otherwise to acquire all kind of automobiles, trucks, equipment's, parts and accessories, and to sale, import, export convey, repair, exchange, lease and otherwise to dispose of such automobiles, equipment's and merchandise, without limitation.

B) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire; and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in deal in and with goods, wares, merchandise, personal property and services of every class, kind and description.

C) To act as a broker, agent or factor for any person, firm or corporation.

D) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interest herein.

E) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

G) To enter into make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

H) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices both within the State of Florida and any part or parts of the world,

at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and in any foreign countries.

J) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the laws of the State of Florida and of the United States of America.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at just valuation to be fixed by the incorporators of the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restriction on transfer:

A) Each shareholder shall offer to the remaining shareholder or to this corporation a thirty (30) days "first refusal" option to purchase his stock should he elect to sell his shares of capital stock of this corporation.

The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation. Upon dissolution or liquidation of the Corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon to stock record of the Corporation.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this corporation may begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI

DIRECTOR

This Corporation shall have ONE directors initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the Initial Director who shall hold office until his successor or successors are elected and have qualified are as follows:

**RICHARD VALLADARES
126 SW 32nd COURT
MIAMI, FLORIDA 33135**

ARTICLE VII

OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
RICHARD VALLADARES	126 SW 32rd CT. RD MIAMI, FLORIDA 33135	PRESIDENT/SECRETARY

STATE OF FLORIDA)
) SS:
COUNTY OF DALLAS)

Before me the undersigned authority personally appeared

RICHARD VALLADARES

who is to me well known to be the person described in and who subscribed the foregoing articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 19th day of 6 1996

JESSIE HAYDEL
Notary Public, State of Florida
My Comm. Expires Dec. 3, 1998
Commission No. 00244141

Jessie Haydel
NOTARY PUBLIC, State of
Florida at Large

My commission expires:

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is

NORTH ATLANTIC BOAT SUPPLIES, INC.

2. The name and address of the registered agent and office is:

ARMANDO DIAZ
2653 N.W. 36TH STREET, #8
MIAMI, FLORIDA 33142

SIGNATURE *Richard Valladares*
(Corporate Officer)
TITLE PRESIDENT
DATE 6/19/96

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Annabel Day*

DATE 6/19/96

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
96 JUL 15 AM 9:08

DEBIT MEMORANDUM

FOR OFFICIAL USE

NUMBER

TO : DEPARTMENT OF STATE

P 96 0000 59191

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #	*
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS.	1	*
TRUST	3,560.00	ACCOUNT CLOSED	2	* 2
OTHER		UNCOLLECTED FUNDS	3	*
TOTAL	3,560.00	OTHER	4	*

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00		1	25.00
12	45-20-2-130001-45300000-00-000100-00		2	55.55
12	45-20-2-130001-45300000-00-000100-00		4	122.55
12	45-20-2-130001-45300000-00-000100-00		4	122.55
12	45-20-2-130001-45300000-00-000100-00		4	122.55
12	45-20-2-130001-45300000-00-000100-00		4	122.55
12	45-20-2-130001-45300000-00-000100-00		2	225.00
12	45-20-2-130001-45300000-00-000100-00		4	225.00
12	45-20-2-130001-45300000-00-000100-00		1	783.55
12	45-20-2-130001-45300000-00-000100-00		4	783.55
12	45-20-2-130001-45300000-00-000100-00		1	975.00

GRAND TOTAL: \$ 3,560.00

Process Date: 07/22/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer

RECEIVED

AUG 1 11 21 AM '96
STATE BANK OF FLORIDA



CITIBANK WORLDWIDE BANKERS TRUST CORP.
100 N.E. SMITH STREET, SUITE 200
MIAMI, FL 33137

CITIBANK

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CITIBANK FLEA 100
CITIBANK FLEA 100

01-03-50
280

(5) 1048

PAY TO THE ORDER OF

Dr. Harold M. Mervin, MD
State of Florida
Dep of State

REFER TO MAKER

10/10/84

DOLLARS \$ *127.50*

⑆001048⑆⑆266086551⑆

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DEPT OF STATE 4500453
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016805502-17-05



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 9, 1996

Global World Wide Bankers Trust Corp.
180 NE 39th St., Suite 207
Miami, FL 33137

SUBJECT: NORTH ATLANTIC BOAT SUPPLIES, INC.
Ref. Number: P96000059191

Debit Memo #: 70372-J

This is to inform you that your check #1048 dated July 10, 1996 in the amount of \$122.50 and submitted for NORTH ATLANTIC BOAT SUPPLIES, INC. has been returned to us by your bank because of Refer to Maker.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashier's check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 896A00038042

cc: North Atlantic Boat Supplies, Inc.
2653 NW 36th St., #8
Miami, Florida 33142



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 13, 1996

Global World Wide Bankers Trust Corp.
180 NE 39th St., Suite 207
Miami, FL 33137

SUBJECT: NORTH ATLANTIC BOAT SUPPLIES, INC.
Ref. Number: P96000059191

Debit Memo #: 70372-J

Due to your failure to respond to our previous letter advising you of the returned check #1048, the Articles of Incorporation for NORTH ATLANTIC BOAT SUPPLIES, INC. have been cancelled and are considered not filed as of September 13, 1996.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 296A00042628

cc:North Atlantic Boat Supplies, Inc.
2653 NW 36th St., #8
Miami, Florida 33142