

BERGER & DAVIS, P.A.  
ATTORNEYS AT LAW

P96000065363

August 5, 1996

VIA FEDERAL EXPRESS

Ms. Elizabeth Moss  
Berger & Davis, P.A.  
215 S. Monroe Street, #804  
Tallahassee, Florida 32301

Re: Cole Marine Distributing, Inc.  
Our File No. 4088.001

600001913636  
-08/05/96--01034--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Elizabeth:

Enclosed are duplicate originals of Articles of Incorporation for the above-referenced proposed corporation. Please file same upon receipt and return a "filed" stamped copy to me via overnight delivery. Please also fax a copy of the filed Articles upon receipt.

Thank you for your assistance.

Sincerely,

BERGER & DAVIS, P.A.

*Robin L. Goldston*  
Robin L. Goldston  
Legal Assistant

Encs.

cc: Mr. Richard Collin (w/enc.)  
Thomas L. Abrams, Esq.

STAMPED COPY OF INCORPORATION  
08/05/96 5:01 PM  
08/05/96

**ARTICLES OF INCORPORATION  
OF  
COLE MARINE DISTRIBUTING, INC.  
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida Corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, heroby causes to be delivered the following Articles of Incorporation for such Corporation:

**ARTICLE I**

**NAME**

The name of the Corporation is Cole Marine Distributing, Inc.

**ARTICLE II**

**ADDRESS**

The mailing address of the Corporation is:

3200 S. Andrews Avenue, #114  
Fort Lauderdale, FL 33316

**ARTICLE III**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

**ARTICLE IV**

**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

## ARTICLE V

### CAPITAL STOCK

The Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 N.E. Third Avenue, #400, Fort Lauderdale, FL, 33301, and the name of the initial Registered Agent of the Corporation at that address is Thomas L. Abrams.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

The Corporation shall initially have two (2) directors to hold office until the first annual meeting of shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
JONATHAN GRAHAM	3200 S. Andrews Avenue, #114 Fort Lauderdale, FL 33316
TOWNSEND MAYER	3200 S. Andrews Avenue, #114 Fort Lauderdale, FL 33316

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the person signing these Articles are as follows:

**Name**

**Address**

THOMAS L. ABRAMS

100 N.E. Third Avenue, #400  
Fort Lauderdale, FL 33301

**ARTICLE IX**

**AMENDMENTS**

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders. Any right conferred upon any shareholder by these Articles of Incorporation is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5th day of August, 1996.

  
THOMAS L. ABRAMS  
Incorporator

STATE OF FLORIDA                    )  
COUNTY OF BROWARD                ) SS:

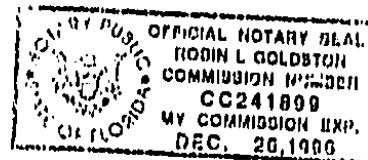
Sworn to and subscribed before me this 5th day of August, 1996, by THOMAS L. ABRAMS.

(X ) Personally known to me; or

(    ) Produced Identification; Type of Identification produced \_\_\_\_\_.

NOTARY PUBLIC:

Sign: Robin L. Goldston  
Print Name: Robin L. Goldston  
Commission No.: CC241899  
My Commission Expires: 12/26/96



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial Registered Agent of COLE MARINE DISTRIBUTING, INC., as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of COLE MARINE DISTRIBUTING, INC.

Date: 8/5/96

Thomas L. Abrams  
THOMAS L. ABRAMS  
Initial Registered Agent