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ALBERT I. CASKILL, P.A.
ATTORNEY AT LAW
CHORD KEY SQUARE, MILE MARKER 103
P.O. BOX 1880
KEY LARGO, FLORIDA 33037
PHONE: (305) 481-3020 / FAX: (305) 481-5511

August 20th, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

7000001932317
-08/27/96--01025--017
*****70.00 *****70.00

EFFECTIVE DATE
8-21-96

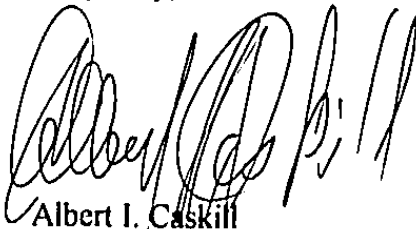
Re: Marine Engine Sales of Miami, Inc.

Dear Sir/Madam:

Enclosed herein you will find the following items to open a new corporation in the above name:

1. original of the Articles of Incorporation.
2. a copy of the Articles of Incorporation.
3. a check in the amount of seventy dollars (\$70.00).
4. a self addressed stamped envelope for your convenience in returning the approved Articles.

Very truly,



Albert I. Caskill

Enclosures

AIC/aab

FILED
95 AUG 26 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-21-91

ARTICLES OF INCORPORATION
OF
MARINE ENGINE SALES OF MIAMI, INC.

FILED
25 FEB 95 10:13:33
STATE
OFFICE

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is MARINE ENGINE SALES OF MIAMI, INC. and the mailing address is 14921 Southwest 164th Terrace, Miami, Florida 33187.

ARTICLE II

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are: To transact all lawful business for which the corporation may be incorporated under the Florida General Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE IV

NUMBER OF SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000 Shares shall be of a single class, and shall have a par value of One Dollar (\$1.00).

ARTICLE V

BY-LAWS

The power to adopt, amend or repeal bylaws shall be vested in the board of directors and shareholders. The board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended or repealed, by the board of directors.

ARTICLE VI

INCORPORATOR

The street address of the initial registered office of the corporation is 103100 Overseas Highway, Suite 43, Key Largo, Florida 33037, and the name of its resident agent is Albert I. Caskill.


ARTICLE VII

NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is one or more. The name and address of the initial director is:

Albert I. Caskill
14921 Southwest 164th Terrace
Miami, Florida 33187

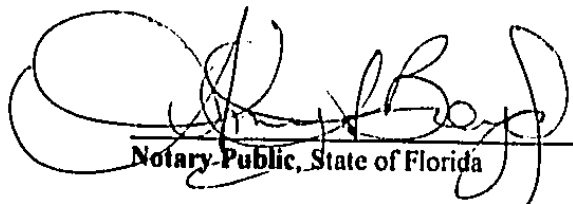
EXECUTED AT Monroe County, Florida, this 21 day of August, 1996.


ALBERT I. CASKILL

**STATE OF FLORIDA
COUNTY OF MONROE**

The foregoing instrument was acknowledged before me this 21st day of August, 1996, by Albert I. Caskill, (who is personally known to me) or who has produced his drivers license-as-identification, and who did not take an oath, and who acknowledged before me that he executed the foregoing Certificate of Incorporation as his free act and deed and for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first written above.


Notary Public, State of Florida

My commission expires:



AMY A. BOYD
MY COMMISSION # CC345694 EXPIRES
February 1, 1998
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE 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 - That MARINE ENGINE SALES OF MIAMI, INC. desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Albert I. Caskill, located at 103100 Overseas Highway, Suite 43, Key Largo, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Albert I. Caskill, Resident Agent

FILED
95 AUG 26 AM 10:32
SECRETARY OF STATE
TALLAHASSEE