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ATTORNEY AT LAW
635 Cleveland Street
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August 22, 1996

Secretary of State
State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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-08/28/96--01069--013
****122.50 ****122.50

RE: Neptune Marine Systems, Inc.

Dear Sir/Madam:

Enclosed are the following:

- 1) Original and one copy of Articles of Incorporation of Neptune Marine Systems, Inc.;
- 2) Acceptance of Appointment by Registered Agent;
- 3) Check in the amount of \$122.50 payable to Secretary of State of Florida.

After filing, please return a certified copy to this office at the above address.

Thank you in advance for your prompt attention.

Sincerely,

Jan Knapmeyer
Jan Knapmeyer
Paralegal

Enclosures

FILED
96 AUG 28 AM 11:16
TALLAHASSEE, FLORIDA

SEP 03 1996

**ARTICLES OF INCORPORATION
OF
NEPTUNE MARINE SYSTEMS, INC.**

FILED
96 AUG 28 AM 11:15
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

NEPTUNE MARINE SYSTEMS, INC.

**ARTICLE II
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE III
PURPOSE**

The purpose(s) for which the corporation is initially organized, which shall continue to be the purpose(s) of the corporation until and if the same shall be amended pursuant to the provisions of the Florida General Corporation Act, are as follows:

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

908 N. Osceola Avenue
Clearwater, FL 34615

**ARTICLE V
SHARES**

The number of shares that this corporation is authorized to have outstanding at any one time is one-thousand (1,000), all of which shall be of no par value of the same class.

**ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Kristie A. Widmann
908 N. Osceola Drive
Clearwater, FL 34615

**ARTICLE VII
INCORPORATOR(S)**

The name and street address of the incorporator to these Articles of Incorporation is:

Donald C. Knapmeyer
Attorney at Law
635 Cleveland Street
P.O. Box 1168
Clearwater, FL 34617

**ARTICLE VIII
BOARD OF DIRECTORS**

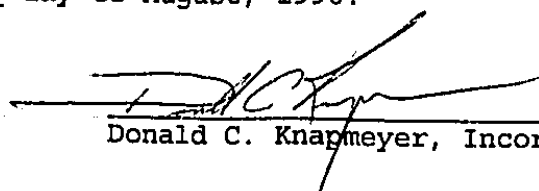
The initial Board of Directors shall consist of:

George F. Widmann
908 N. Osceola Avenue
Clearwater, FL 34615

Kristie A. Widmann
908 N. Osceola Avenue
Clearwater, FL 34615

John V. Cafarelli
c/o 635 Cleveland Street
P.O. Box 1168
Clearwater, FL 34617

The undersigned incorporator has executed these Articles of Incorporation this 27th day of August, 1996.


Donald C. Knapmeyer, Incorporator

STATE OF FLORIDA)

COUNTY OF PINELLAS)

On this 22 day of August, 1996, before me, a Notary Public in and for the State and County aforesaid, personally appeared Donald C. Knapmeyer, who is to me known to be the person named as the Incorporator in the foregoing Articles of Incorporation of NEPTUNE MARINE SYSTEMS, INC., and who duly acknowledged to me that he signed said Articles of Incorporation as the Incorporator of said corporation.

Witness my hand and seal of office on the day and year aforesaid.


Janice C. Knapmeyer
Notary Public
My commission expires: _____



JANICE C Knapmeyer
My Commission 00468220
Expires May. 31, 1999
Bonded by HAJ
800-422-1555

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as Registered Agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation. The undersigned is familiar with and does hereby accept the obligations provided for in Section 607.325 of the Florida statutes.



Kristie A. Widmann, Registered Agent

FILED
95 AUG 28 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA