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**CSC** networks

**PHINICHAU,  
LEGAL & FINANCIAL**

PRENTICE HALL,  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 15367

# RESUBMIT

**AUTHORIZATION :**

Please give original

**COST LIMIT :**

submission date as file date.

ORDER DATE : October 8, 1996

ORDER TIME : 10:52 AM

ORDER NO. : 113667

500001969885

CUSTOMER NO: 10234A

CUSTOMER: Ms. Betty Lanier  
CONELY & CONELY, P.A.

207 N.w. Second Street

Okeechobee, FL 34972

DOMESTIC FILING

NAME: TOP PERFORMANCE MARINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

**CONTACT PERSON:** Deborah Schroder

EXAMINER'S INITIALS:

FILED  
95 OCT -9 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 OCT -9 PM 3:27  
DIVISION OF CORPORATION  
10-9-96  
KPS

FILED  
\$5 OCT -9 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TOP PERFORMANCE MARINE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TOP PERFORMANCE MARINE, INC.

The address of the principal office of this corporation shall be 1730 Southwest 28th Avenue, Okeechobee, Florida 34974, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

David P. Eng Dir.	1730 Southwest 28th Avenue Okeechobee, Florida 34974
Clyde R. Durrance, III Dir.	Same
Samantha L. Durrance Dir.	Same

#### ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

David P. Eng Pres.	1730 Southwest 28th Avenue Okeechobee, Florida 34974
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Clyde R. Durrance, III V. Pres.	Same
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Samantha L. Durrance Sec.	Same
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#### ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

#### ARTICLE IX. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

#### ARTICLE X. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on October 9, 1996.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN THE ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

ACG/das

FILED  
96 OCT -9 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# P96000083465

CONELY & CONELY, P.A.

207 NORTHWEST 2ND STREET  
OKECHOBEE, FLORIDA 34072-4100

T.W. CONELY, JR. 1802-1000  
TOM W. CONELY, III  
DEBORAH M. HOOKER

August 14, 1997

TELEPHONE • (841) 703-3825  
TELEPHONE • (841) 703-2707  
FACSIMILE • (841) 703-0800

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

Re: TOP PERFORMANCE MARINE, INC.

400002269634--4  
-08/18/97--01079--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

Enclosed please find Statement of Change of Registered Office and Registered Agent for the above corporation, together with check in the amount of \$35.00 covering your fee.

Sincerely,



Tom W. Conely, III

TWC,III/bjl

Enc.

cc: Corporation Service Company

FILED  
97 AUG 18 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

R.A. Change  
NFT  
8-22-97

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: TOP PERFORMANCE MARINE, INC.

1b. Date of incorporation October 9, 1996 Document number P96000083465

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

Corporation Service Company, 1201 Hayes Street, Tallahassee,  
FL 32301

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

SAMANTHA L. DURRANCE, 4375 Highway 441 South, Okeechobee,  
FL 34974

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

David J. Eng  
SIGNATURE

August 4, 1997

DATE

David J. Eng, President

Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Samantha L. Durrance

(Registered Agent)

DATE Samantha L. Durrance

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

FILED  
97 AUG 18 AM 9:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA