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1201 HAYS STREET  
TALLAHASSEE, FL 32301

904-21-9971  
904-2-0311 X



networks

ORDER NO. :

ACCOUNT NO. : 072100000032

REFERENCE : 179172 146486A

AUTHORIZATION :

Patricia Pyritz

COST LIMIT : \$ 70.00

FILED STATION  
SECRET  
95 DEC 10 PM 5:02

ORDER DATE : December 6, 1996

ORDER TIME : 10:56 AM

ORDER NO. : 179172-005

CUSTOMER NO: 146486A

500002025315--4

CUSTOMER: Paul Larrow, Cpa  
CAPE CORAL ACCOUNTING SERVICES  
INC.  
Suite 210  
3501 Del Prado Boulevard  
Cape Coral, FL 33904

DOMESTIC FILING

NAME: GULF-ATLANTIC MARINE  
DISTRIBUTORS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS: \_\_\_\_\_

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SECRET  
DIVISION OF INTELLIGENCE  
96 DEC 10 AM 9:02

ARTICLES OF INCORPORATION  
OF  
GULF-ATLANTIC MARINE DISTRIBUTORS, 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:

GULF-ATLANTIC MARINE DISTRIBUTORS, INC.

The address of the principal office of this corporation shall be 3501 Del Prado Boulevard, Suite 210, Cape Coral, Florida 33904, 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 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4549 Courtney Road, Saint James City, Florida 33956, and the name of the initial registered agent of the corporation at that address is Allan Fowlds.

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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Allan Fowlds  
Dir.

4549 Courtney Road,  
Saint James City, Florida 33956

Richard J. Bacigalupi  
Dir.

706 Southeast 44th Street,  
Cape Coral, Florida 33904

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these  
Articles of Incorporation on December 10, 1996.

Deborah D. Skipper  
It's Agent, Deborah D. Skipper  
Incorporator

DBC/THW

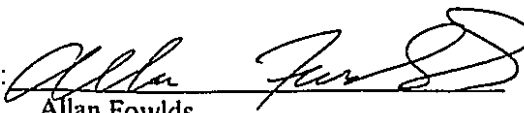
SECTION 607-0505  
DIVISION OF CORPORATIONS  
96 DEC 10 AM 9:02

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Allan Fowlds, an individual residing in this state, having a business office located at 4549 Courtney Road, St. James City, Florida 33956, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

GULF-ATLANTIC MARINE DISTRIBUTORS, INC.

Allan Fowlds is familiar with and accepts the obligations of the position of Registered Agent under Section 607-0505, Florida statutes.

By:   
Allan Fowlds