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December 30, 1996

Secretary of State
The Capitol Building
Tallahassee, Florida 32304

Attn: Thelma Lewis
Corporations Division

Re: American Marine, Inc.

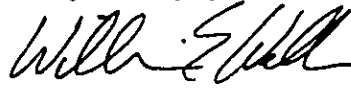
Dear Ms. Lewis:

Enclosed for filing is an Amendment to the Articles of
Incorporation of AMERICAN MARINE, INC., a Florida corporation.

Our check for \$87.50 is enclosed to cover filing fee
(\$35.00) and certified copy of Amendment (\$52.50). Please send
same to my office.

Also enclosed for filing is the Articles of
Incorporation for the "new" AMERICAN MARINE, INC. Our check
for \$122.50 is enclosed to cover filing fee (\$35.00), certified
copy of Articles (\$52.50) and Resident Agent Fee (\$35.00).

Very truly yours,


William E. Weller

WEW:dm
Enclosure

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FILED
96 DEC 31 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-28-96

RECEIVED
96 DEC 31 PM 1:41
DIVISION OF CORPORATIONS

FILED

**ARTICLES OF INCORPORATION
OF
AMERICAN MARINE, INC.**

**96 DEC 31 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**EFFECTIVE DATE
12-28-96**

ARTICLE I. NAME

The name of this corporation is AMERICAN MARINE, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually commencing as of the date of execution and acknowledgment of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of conducting any lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue five thousand (5,000) shares of \$1.00 par value stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 401 Shearer Blvd., Cocoa, Florida 32922 and the name of the initial registered agent of this corporation at that address is KENT GEIS.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three (3). The name and addresse of the directors of this corporation are:

Donald L. Wilson, 401 Shearer Blvd., Cocoa, Florida 32922

Jeff Cantrell, 401 Shearer Blvd., Cocoa, Florida 32922

Kent Geis, 401 Shearer Blvd., Cocoa, Florida 32922

ARTICLE VIII. INCORPORATOR

The names and addresses of the persons signing these Articles are: H. Phil Pearce, 401 Shearer Blvd., Cocoa, Florida 32922, Donald L. Wilson, 401 Shearer Blvd., Cocoa, Florida 32922, Jeff Cantrell, 401 Shearer Blvd., Cocoa, Florida 32922, Jeff Bohleber, 401 Shearer Blvd., Cocoa, Florida 32922, Bill G. Harmon, 401 Shearer Blvd., Cocoa, Florida 32922 and Kent Geis, 401 Shearer Blvd., Cocoa, Florida 32922.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. CUMULATIVE VOTING

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of

such candidates.

ARTICLE XI. SHAREHOLDER QUORUM AND VOTING

Fifty-one (51%) percent of the shares entitled to vote, represented in person, or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XIII. DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, on this 28 day of

Dec., 1996.


H. PHIL PEARCE

Donald L. Wilson
DONALD L. WILSON

Jeff Cantrell
JEFF CANTRELL

Jeff Bohleber
JEFF BOHLEBER

Bill G. Harman
BILL G. HARMAN

Kent Geis
KENT GEIS

FILED

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

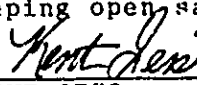
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That AMERICAN MARINE, INC. desiring to organize under the laws of the State of Florida with its principal office located at 401 Shearer Blvd., Cocoa, Florida 32922, has named KENT GEIS whose address is 401 Shearer Blvd., Cocoa, Florida 32922 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 the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


KENT GEIS