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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 FEB 24 AM 11:18
SEAL MAY 15 STATE
TALLAHASSEE, FLORIDA

FEB 24 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE 2-20-97

TIME 3:20 CK No. _____

BY Dh

WALK-IN
Will Pick Up _____

RE: Intertrim Marine
Products, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> (1) Cert. Copy(s) <u>Photo</u>		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
200002094962--2		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS _____		

FEE.....	\$ 3.75
DISBURSED.....	\$ 0.00
SURCHARGE.....	\$ 0.00
TAX on corporate supplies.....	\$ 0.00
SUBTOTAL.....	\$ 3.75
PREPAID.....	\$ 0.00
BALANCE DUE.....	\$ 3.75

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
of
INTERTRIM MARINE PRODUCTS, INC.

FILED
97 FEB 24 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * * * *

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, Chapter 607.

ARTICLE I NAME

The name of the Corporation shall be: **INTERTRIM MARINE PRODUCTS, INC.**

The principal place of business of this Corporation shall be at 111 South Moody Avenue, Tampa, Florida 33609.

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 of America, the State of Florida or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of common stock having par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office of the Corporation is 111 South Moody Avenue, Tampa, Florida 33609 and the name of the initial registered agent at such address is Norman S. Cannella.

ARTICLE V TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Florida Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE VI DIRECTORS

The Corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified is:

Norman S. Cannella 111 South Moody Avenue Tampa, Florida 33609

ARTICLE VII INCORPORATOR

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

Norman S. Cannella 111 South Moody Avenue Tampa, Florida 33609

ARTICLE VIII BYLAWS

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

ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law.

ARTICLE X AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12 day of February, 1997.

Norman S. Cannella
Incorporator

STATE OF FLORIDA §
COUNTY OF HILLSBOROUGH §

The forgoing Articles of Incorporation were acknowledged before me this 12 day of February, 1997.

Wanda Jean Osborne
NOTARY PUBLIC, STATE OF FL
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

IN ARTICLES OF INCORPORATION

FILED

97 FEB 24 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named registered agent and having been designated to accept service of process for the Corporation, at the place designated as the registered office, I hereby agree to serve as Registered Agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations under Section 607.0505, Florida Statutes.

Dated this 12 day of February, 1997.



Registered Agent