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FILED
99 FEB 18 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 12, 1999

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

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*****35.00 *****35.00

RE: ARTICLES OF DISSOLUTION FOR SURPLUS MARINE, INC.

To Whom It May Concern:

Enclosed please find:

1. UNANIMOUS CONSENT ACTION OF BOARD OF DIRECTORS
2. ARTICLES OF DISSOLUTION
3. CHECK # 3401 IN THE AMOUNT OF \$35.00 FOR FILING FEES

Please process accordingly. If you have any questions please contact our office.

Sincerely,

Calvin Harding Jr.

Calvin Harding Jr., Esq.

Diss.

2-22-99
CC

SURPLUS MARINE, INC.

ARTICLES OF DISSOLUTION

SURPLUS MARINE, INC., a Florida corporation, executes the following articles of dissolution pursuant to section 607.1403 of the Florida Business Corporation Act:

FIRST: The name of the corporation is SURPLUS MARINE, INC. (the "company").

SECOND: The shareholders of the company approved the dissolution of the company on February 9th, 1999

THIRD: The number of votes cast by the shareholders of the company for dissolution was sufficient for approval of that action.

FOURTH: Delayed effective date: February 28, 1999

EXECUTED: February 9th, 1999

SURPLUS MARINE, INC.

By: 

Name: Earl M. Smith, Jr.

Title: President

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UNANIMOUS CONSENT ACTION OF THE
BOARD OF DIRECTORS OF

Surplus Marine, Inc.

The undersigned, as all the members of the Board of Directors of Surplus Marine, Inc., a Florida corporation (the "Company") unanimously agree, adopt, consent to, and order the following corporate actions under s. 607.0821 of the Florida Business Corporation Act (the "Act"):

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. The undersigned adopt the following corporate actions:

WHEREAS, the Company desires to dissolve Surplus Marine, Inc. and form a new corporation named Aquamarine USA, Inc.

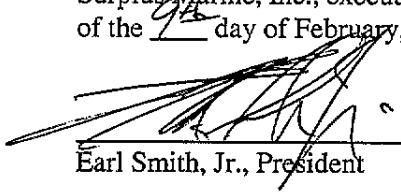
WHEREAS, it is in the best interests of the Company to consummate these transactions.

NOW, THEREFORE:

BE IT RESOLVED, that the Corporation be dissolved and a new formed corporation named Aquamarine USA, Inc., be formed. Earl Smith, Jr. is authorized and directed on behalf of the Company to negotiate, execute, and deliver the Agreements and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Agreements, with such deletions, modifications, or other changes deemed necessary or appropriate by such officer(s), in their sole discretion, on the advice of counsel or otherwise, to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Company, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the Agreements; and

BE IT FURTHER RESOLVED, that the Secretary or any Assistant Secretary of the Company is authorized and directed to furnish copies of the foregoing resolutions to all stockholders and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Directors of Surplus Marine, Inc., execute the foregoing corporate action for the purpose of giving their consent to it as of the 29 day of February, 1999.



Earl Smith, Jr., President

2-9-99

Date