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Honorable Sandra B. Mortham
Secretary of State
Tallahassee, Fl. 32314

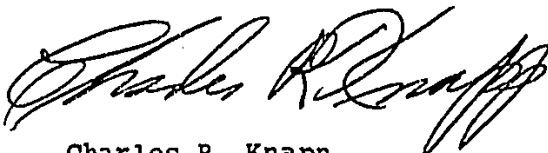
Dear Madam:

Please find enclosed a check in the amount of Seventy five (75.00)
dollars to cover the cost of filing the corporation

INLAND MARINE WOODWORKS INC.

Thanking you in advance for your prompt handling this matter.

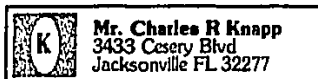
Respectfully,



Charles R. Knapp

Resident Agent.

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Dmc
3/25/97

FILED
97 MAR 18 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INLAND MARINE WOODWORKS INC

FILED
97 MAR 18 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida. by and under the provisions of the statutes of the State of Florida, providing for the formation ,liability, rights, privileges and immunities of a corporation for profit.

ARTICLE ONE

The name of the corporation shall be : INLAND MARINE WOODWORKS INC. hereinafter referred to as the corporation.

ARTICLE TWO

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could, viz:

(a) Construct bulkheads for companies, and private persons on their properties ,protecting said properties from any type of water damage that might occur from various perils,

(b) To build docks into the waters at various lakes, rivers and other water bodies.

(c) Too design and build exterior decks about commercial and private that will protect and enhance the property by increasing the appearance of said property.

(d) To perform any necessary dredging about lakes, rivers, drainage ditches or where such type of work is required.

(e) To buy, sell , trade, manufacture, deal in and trade wares, goods and merchandise of every kind and nature, and

other articles as shall be necessary or incidental to such business: to hold, acquire, mortgage, lease and convey real and personal property in conducting the business of the corporation, and to have any and all powers above set forth as fully as natural persons, whether as principals, agents or otherwise.

(f) To carry on the business of a holding company and to purchase and acquire any merchantile or commercial business, trade or enterprise, permitted by the laws of the State of Florida and to own, hold, operate, maintain, use, sell or otherwise dispose of the same. To enter into and engage in any such business, trade or enterprise, that will profit the corporation.

(g) To borrow money and contract debts when necessary for the transaction of its business and or for the exercise of its corporate rights, priviledges or franchises, or any other lawful purposes of the corporation. To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness and to secure the same by mortgage or mortgages, deeds or deeds of trust, pledge or lien upon any and all of the property, rights, privileges or franchises of the corporation wheresoever situated, acquired or to be acquired, to sell, pledge or otherwise dispose of any and all debentures or other bonds, notes, or obligations in such manner and upon such terms as the Board of Directors may deem judicious.

(h) To acquire, by purchase, subscription, or otherwise and to hold for investment, to own, hold sell, vote and handle shares of stock in other corporations.

(i) To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation

and inconformity with the Laws of the State of Florida. To hold acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons whether as principals, agents, trustee or otherwise.

(j) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories and dependencies of the United States and in foreign countries, without restrictions as to place or amount.

(k) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms, or individuals and to do every other act or acts thing or things incidental or appurtenant to or growing out of or parts thereof, provided the same is consistent with the laws under which this corporation is organized.

ARTICLE THREE

The total number of shares of capital stock which may be issued by the corporation is Five million (5,000,000) shares at one cent (.01) par value all of which shall be payable in cash, property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FOUR

The amount of capital with which corporation shall commence business with is Ten Thousand (\$10,000.00)

ARTICLE FIVE

The highest amount of indebtedness to which this corporation may obligate itself will be Two million (\$2,000,000.00) dollars.

ARTICLE SIX

The principal place of business of the said corporation shall be, 5008-1 Richard Lane, Jacksonville, Florida 32216 with the privilege of having branch offices at any other place within and without the State of Florida

ARTICLE SEVEN

The affairs of the corporation shall be conducted by a Board of Directors of not less than two(2) nor more than eight (8) directors who need not be stockholders.

ARTICLE EIGHT.

The names and post office addresses of the First Board of Directors of this corporation who shall hold office for the first year or until successors are chosen are:

President/Secretary/Director GREGORY R. RAKER 11150 Zephyr Way

Jacksonville, Fl. 32223

V.Pres./Treas/ Director. DONALD L. COLLINS 1846 Ormond Road

Jacksonville, Fl 32225

ARTICLE NINE.

The existence of this corporation shall be perpetual.

ARTICLE TEN

The registered agent for the said corporation shall be:

CHARLES R. KNAPP and said address of the registered agent shall be:
3433 CESERY BLVD. JACKSONVILLE, FLORIDA 32277

ARTICLE ELEVEN

The names and Post Office address of each subscriber and the number of shares each agree to take are

Gregory R. Raker	10,000	shares	11150 Zephyr Way Jacksonville, Fl. 32223
Donald L. Collins	10,000	shares	1846 Ormond Rd. Jacksonville, Fl. 32225

ARTICLE TWELVE

The stockholders of this corporation may enter into such stockholders and trustee agreements as they may see fit wherein and whereby such stockholders may limit their rights by virtue of such stockholder and trustee agreement.

IN WITNESS WHEREOF, we the undersigned subscribers to this corporation have hereunto set our hands and seals this JAN day of 20th 1997 for the purpose of forming this corporation under the Laws of the State of Florida and we hereby make and file in the office of the Secretary of State of the State of Florida, this Certificate of Incorporation and to certify that the facts herein stated are true.

Donald L. Collins

Gregory Ray Raker

STATE OF FLORIDA

COUNTY OF DUVAL

Before me this day personally appeared
GREGORY R. RAKER, to me known to be the individual described in and who
executed the foregoing Certificate of Incorporation and acknowledged
before me that he executed the same for the purpose therein expressed

*Driver's license
Identification*

Dated this 20 day of January, 1997

Donna L. Henderson



Notary Public

Donna L. Henderson

MY COMMISSION # CC527671 EXPIRES

February 13, 2000

BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF DUVAL

Before me this day personally appeared
DONALD L. COLLINS, to me known to be the individual described in and
who executed the foregoing Certificate of Incorporation and acknowledged
before me that he executed the same for the purpose therein expressed.

*Driver's license
Identification
For Donald L. Collins*



Donna L. Henderson

MY COMMISSION # CC527671 EXPIRES

February 13, 2000

BONDED THRU TROY FAIR INSURANCE, INC.

Dated this 20 day of January, 1997

Donna L. Henderson

I, CHARLES R. KNAPP do hereby acknowledge my appointment as Registered
Agent for the INLAND MARINE WOODWORKS, INC. and I affix my signature
to these papers of Incorporation

Charles R. Knapp

STATE OF FLORIDA

COUNTY OF DUVAL

Before me this 24th day of January, 1997
personally appeared CHARLES R. KNAPP, to me known to be the individual
described above and who executed the foregoing acknowledgement as a
Registered Agent for the INLAND MARINE WOODWORKS INC.



LINDA M. ZAMORSKI
My Commission CC501823
Expires Oct. 12, 1999

Linda M. Zamorski