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Charles E. Geary, P.A.

Attorney At Law  
215 South Federal Highway, Suite 100  
Stuart, Florida 34994



Charles E. Geary

Licensed in: Florida  
Washington D.C.

Stephen C. Frasier  
of Counsel

Licensed in: Florida  
Colorado

March 4, 1997

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

Re: ~~KER-LIN, INC.~~

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with my check in the amount of \$122.50 to cover your fee. Please file these documents and return a stamped in copy to me in the enclosed self addressed, stamped envelope.

Sincerely,

Charles E. Geary, P.A.

*Rebecca D. Geary*

Rebecca D. Geary,  
Secretary to Charles E. Geary  
CEG/rg  
enc.

Corpl/Sta.ltr

502-  
W97-5917

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 27 PM 1:12

*cf 3/27/97*

# Charles E. Geary, P.A.

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215 South Federal Highway, Suite 100  
Stuart, Florida 34994



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DIVISION OF CORPORATIONS

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**Stephen C. Frasier**  
of Counsel

Licensed in: Florida  
Colorado

March 25, 1997

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

Re: KER-LIN, INC./PGA MARINE, INC.  
Ref. Number: W97000005917

Dear Sir/Madam:

Enclosed you will find one (1) original and one (1) copy of the Articles of Incorporation and the Acceptance of Registered Agent for the above referenced corporation, along with a copy of the letter from your office requesting that a new name be submitted as the name "KER-LIN, INC." is unavailable. Please file these documents with the new name PGA MARINE, INC. and return them to me in the enclosed self addressed, stamped envelope.

Sincerely,

Charles E. Geary, P.A.

A handwritten signature in cursive script, appearing to read "Rebecca D. Geary".

Rebecca D. Geary,  
Secretary to Charles E. Geary  
CEG/rg  
enc.

Corpl/Sta.ltr



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 27 PM 1:12

March 13, 1997

CHARLES E. GEARY, P.A.  
ATTN: REBECCA D. GEARY  
215 SOUTH FEDERAL HWY. #100  
STUART, FL 34994

SUBJECT: KER-LIN, INC.  
Ref. Number: W97000005917

We have received your document for KER-LIN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 597A00012851

ARTICLES OF INCORPORATION  
OF  
PGA MARINE, INC.  
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DIVISION OF CORPORATIONS  
97 MAR 27 PM 1:12

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be: PGA MARINE, INC.

ARTICLE II. INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 2310 Edward Road, Palm Beach Gardens, FL 33410. The mailing address of this corporation is 2310 Edward Road, Palm Beach Gardens, FL 33410.

ARTICLE III. CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE IV. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE V. INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Linda Ann Andia  
2310 Edward Road  
Palm Beach Gardens, FL 33410

#### ARTICLE VI. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Linda Ann Andia  
2310 Edward Road  
Palm Beach Gardens, FL 33410

#### ARTICLE VII. INITIAL DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

Linda Ann Andia  
2310 Edward Road  
Palm Beach Gardens, FL 33410

#### ARTICLE VIII. PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of ownership and operation of a marine store and gas station.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IX. CORPORATE DURATION

The duration of the corporation is perpetual.

#### ARTICLE X. MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communication equipment as provided by law.

**ARTICLE XI. INDEMNIFICATION**

This corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

IN WITNESS WHEREOF the undersigned subscriber has executed the Articles of Incorporation on this 24<sup>th</sup> day of March, 1997.

Linda Ann Andia  
Linda Ann Andia

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of March, 1997 by Linda Ann Andia, who is personally known to me or who has produced FL Drivers License as identification and who did not take an oath.

Rebecca D. Geary  
Print Name: Rebecca D. Geary  
Notary Public



REBECCA D. GEARY  
MY COMMISSION # CC385187 EXPIRES  
June 20, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

That PGA MARINE, INC. desires to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 2310 Edward Road, Palm Beach Gardens, FL 33410, has named Linda Ann Andia, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

By: Linda Ann Andia  
Linda Ann Andia

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of March, 1997 by Linda Ann Andia, who is personally known to me or who has produced FL Drivers License as identification and who did not take an oath.

Rebecca D. Geary  
Print Name: Rebecca D. Geary  
Notary Public



REBECCA D. GEARY  
MY COMMISSION # CC385187 EXPIRES  
June 20, 1998  
BONDED THRU TROY FAHN INSURANCE, INC.

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CORPORATIONS