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LAW OFFICES

HONIGMAN MILLER SCHWARTZ AND COHN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

2290 FIRST NATIONAL BUILDING  
DETROIT, MICHIGAN 48226-3583

FAX (313) 962-0178

JANIS K. KUJAN  
Legal Assistant

LANSING, MICHIGAN  
WEST PALM BEACH, FLORIDA  
TAMPA, FLORIDA

DIRECT DIAL NUMBER  
(313) 268-7833

April 1, 1997

**FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
The George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32399

600002132986--1  
-04/03/97-01109-014  
\*\*\*122.50 \*\*\*\*122.50

Re: **Marathon Technologies International, Inc.**

Dear Sir/Madam:

Enclosed herewith are two executed copies of the Articles of Incorporation of the above referenced corporation, together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing fee	\$35.00
Certified copy	\$52.50
Registered agent filing fee	<u>\$35.00</u>
Total	<u>\$122.50</u>

Please arrange to file the articles upon your receipt of this letter and return the certified copy to the attention of the undersigned in the pre-paid Federal Express envelope enclosed.

Thank you for your assistance in this matter.

Very truly yours,

  
Janis K. Kujan  
Legal Assistant

JKK/dll  
Enclosure

cc: Lisa M. Waits, Esq. (w/encl.)  
DET03/149177.1

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -3 PM 2:48



ARTICLES OF INCORPORATION  
OF  
MARATHON TECHNOLOGIES INTERNATIONAL, INC.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -3 PM 2:40

ARTICLE I - NAME

The name of this corporation is MARATHON TECHNOLOGIES INTERNATIONAL, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

409 S.E. Osceola, Suite D  
Stuart, Florida 34994

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 5,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

#### ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

#### ARTICLE VII - INDEMNIFICATION

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

#### ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO INCORPORATION, INC.  
222 Lakeview Avenue, Suite 800  
West Palm Beach, Florida 33401

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Janis K. Kujan, Legal Assistant  
2290 First National Building  
Detroit, Michigan 48226

#### ARTICLE X - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation but shall never be less than one (1). The name and address of each of the initial directors of the Corporation are:



Name

Address

Roderick Davies

409 S.E. Osceola, Suite D  
Stuart, FL 34994

David Dorff

409 S.E. Osceola, Suite D  
Stuart, FL 34994

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of April, 1997.

  
Janis K. Kujan, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 2nd day of April, 1997.

HOMISCO INCORPORATION, INC.

By:   
Steven R. Parson, Vice President