

Marine & Industrial Engines, Inc.

P.O. Box 160

Delray Beach, Florida 33447

P97000037686

Date: March 22, 1997

Divisions of Corporations
Secretary of State
P. O. Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: Incorporation of Marine & Industrial Engines, Inc.

Dear Sirs:

Enclosed herewith please find two (2) original Articles of Incorporation to be filed with the Secretary of State. Also enclosed is our check in the amount of \$122.50 for the filing of same. Upon filing, kindly return to us the stamped-in copy plus the Certificate of Incorporation. A self-addressed, stamped envelope is enclosed for your convenience.

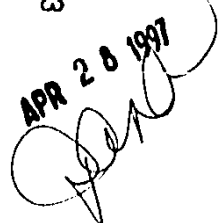
Your prompt attention in this matter is greatly appreciated.

Very truly yours,

Marine & Industrial Engines, Inc.

By: 
Dawn Mazer, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 28 1997


ARTICLES OF INCORPORATION
OF

Marine & Industrial Engines, Inc.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Marine & Industrial Engines, Inc., its business shall be carried on in the State of Florida, in the United States of America and elsewhere, as may be authorized by its Board of Directors.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be that provided below:

(a) To engage in and to buy and sell real estate, build and develop unimproved land and conduct a general brokerage business on all forms or kinds of securities and to act as agents in the buying and selling of mortgages, equities, securities and other forms of negotiable instruments and evidences of indebtedness, and to buy and sell personal property, either wholesale or retail; to purchase, own, sell, rent, lease, mortgage and to act as the agent in the buying, owning, selling, renting, leasing and mortgaging of property, whether real or personal or otherwise; to manufacture, acquire or dispose of real estate or personal properties, equities and securities of whatever nature or kind for both cash and credit; to buy and sell bonds, stock notes, mortgages or other indebtedness

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TALLAHASSEE, FLORIDA

of security; to loan money, either for itself or acting as agents in loaning money, either for itself or acting as agents in loaning and buying securities; to borrow money and to secure the same in whatever manner in which a corporation might do and is permissible under the laws of the State of Florida.

(b) To apply for, hold, purchase, acquire or otherwise deal in letters patent or copyrights of the United States or other countries; to work, operate or develop the same or to carry on any business, manufacturing or otherwise, which may directly or indirectly affect these objects or any of them; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock or any bonds, securities or other evidences of indebtedness created by any person or corporation of this state, nation, country, or government, and while owner of said stock, may exercise all the rights and privileges of ownership, including the right to vote thereon as natural persons might or could do.

(c) To loan money on real estate and personal property.

(d) To enter into, make or perform contracts of any kind with any person, association, corporation, municipality body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and all other negotiable instruments and evidence of indebtedness whether secured by mortgage, bond or otherwise, as well as to secure the same mortgage, bond or otherwise.

(e) To do any and all of the things herein set forth and all other things permissible by law to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, or otherwise, and either alone or in company with others, purchase, hold and re-issue any of the shares of its capital stock.

(f) To act as Trustee for any form of property, claim or right.

(g) To do all things as may be permitted in the practice of an accounting firm, and such other lawful business permitted in the State of Florida.

ARTICLE III

The maximum number of shares that the corporation is authorized to have outstanding at any time shall be one thousand (1000) shares of common stock at a par value of \$1.00 per share.

ARTICLE IV

The amount of capital with which the corporation will begin business shall be One Thousand and No/one hundredths (\$1,000.00) Dollars.

ARTICLE V

The principal office of this corporation will be:

P.O. Box 160

Delray Beach, Florida 33447.

ARTICLE VI

The number of Directors of the corporation shall be two (2). The number of directors may be increased or diminished from time to time, in the manner set forth in the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The names and post office addresses of the first Board of Directors, who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Dawn Mazer, President/Director, 864 Enfield Street, Boca Raton, Florida 33487.

Barry Mazer, Secretary/Treasurer/Director, 864 Enfield Street, Boca Raton, Florida 33487.

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

ARTICLE VIII

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Marine & Industrial Engines, Inc. desires to organize under the laws of the State of Florida with its principal office indicated in the Articles of Incorporation at City of Delray Beach, County of Palm Beach, State of Florida, has named Barry Mazer, its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____

Barry Mazer, Registered Agent
864 Enfield Street
Boca Raton, FL 33487

ARTICLE IX

The name and address of the subscribers to the Articles of Incorporation and the amount of stock they agree to take are as follows:

Dawn Mazer, 864 Enfield Street, Boca Raton, Florida 33487- 51 shares.

Barry Mazer, 864 Enfield Street, Boca Raton, Florida 33487.- 49 shares.

ARTICLE X

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' Meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
__th day of March, 1997.

Dawn Mazer President

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