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Requestor's Name

JANICE SHEER
729 MANDARIN ISLE
FORT LAUD. FLA 33315

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 APR 29 7:11:21
STATE
CLERK

8/5/1/97

ARTICLES OF INCORPORATION
OF
SHEER PERFORMANCE MARINE INC.

EFFECTIVE DATE

4/24/97

FILED
SECRETARY OF STATE
97 APR 22 11:11:31

I, the undersigned, hereby submit and file these Articles of Incorporation for the purposes of establishing a corporation for profit under the "Florida Corporation Act".

I.

The name of the corporation is:

SHEER PERFORMANCE MARINE INC.

II.

This corporation will engage in the business of marine brokerage and services for individuals, partnerships, and corporations permitted under the laws of the State of Florida and the United States of America.

III.

The maximum number of shares this corporation is authorized to have outstanding at any one time is 5000 shares of common stock with a par value of \$.10 per share. All or any of the capital stock of the corporation may be issued by the corporation from time to time for such consideration as may be determined upon and fixed by the Board of Directors as provided by law, and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

IV.

This corporation is to have perpetual existence, which shall begin as of April 24, 1997.

The name of the corporation's initial registered agent,
the address of the corporation's initial registered office and principal
place of business which are the same is: JANICE SHEER (agent)
929 Mandarin Isle Fort Lauderdale, Florida 33315 (office)

This corporation shall have one (1) director,
constituting the initial Board of Directors and the name and
address of the initial director of this corporation is:

KL

I, the undersigned, JANICE SHEER , designated in paragraph V. as the corporation's initial registered agent, hereby certify I am a resident of the State of Florida and my business office is identical with the above designated initial registered agent office and I do hereby accept appointment as initial registered agent for the corporation on this 24th day of April 1997.

Janice Sheer

97 APR 26 PM 11:21
OFFICE OF THE
CLERK OF THE
SUPREME COURT

STATE OF FLORIDA)
COUNTY OF ST. LUCIE)

BEFORE ME, the undersigned authority, personally appeared LEE MULDERRIG , to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and JANICE SHEER, known to be the designated initial registered agent described in paragraph V, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at St Lucie Florida, this 24th day of April, 1997.

My Commission Expires:



Alexander S. Mulderrig

Notary Public, State of Florida