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Elizabeth A. Wilsman, P.A.

Certified Public Accountant

Member AICPA
Member FICPA

May 2, 1997

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-05/21/97--01075--015
****122.50 ****122.50

Re: New Incorporation
Marine Direct, Inc.

Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for the above corporation, along with a check in the sum of \$122.50. Said check covers the cost of Filing (\$35.00), designation of Registered Agent (\$35.00) and to obtain a Certified Copy of the filed Articles (\$52.50).

Thank you for your kind attention to this matter. If you have any questions, please contact the undersigned at your earliest convenience.

Very truly yours,

Elizabeth A. Wilsman

Elizabeth A. Wilsman

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ARTICLES OF INCORPORATION

OF

MARINE DIRECT, INC.

The undersigned, being sui juris, and desiring to form a corporation for profit under the Laws of the State of Florida, hereby subscribes to these Articles of Incorporation.

ARTICLE I

The name of the corporation is:

MARINE DIRECT, INC.

ARTICLE II

The principal purpose for which this corporation is formed is to engage in the business of a holding corporation; and to provide retail and dealer sales and services of all types, through its subsidiaries, affiliates and joint venturers; and to do all things necessary and proper to accomplish same.

This corporation shall have power to engage in every lawful business allowed a corporation for profit under Florida laws.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) SHARES of common stock, having a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be fixed by the Board of Directors.

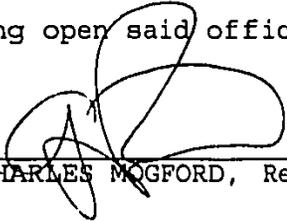
ARTICLE IV

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall first be proposed by and approved by the Board of Directors. They shall then be proposed to the stockholders for their approval at a meeting of stockholders called for that purpose and ratified by a majority of stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their unanimous intention that a certain amendment be made.

ARTICLE V

Pursuant to the provisions of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT: That the MARINE DIRECT, INC., desiring to organize under the Laws of the State of Florida, with its principal office located at 320 N. Federal Highway Dania, FL 33004, County of Broward, State of Florida, has named CHARLES MOGFORD whose office address is: 320 N. Federal Highway Dania, FL 33004, as its agent to accept service of process for the corporation within Florida.

ACKNOWLEDGMENT: I, CHARLES MOGFORD, having been named as agent to accept service of process for the above corporation, at the place designated, hereby accept such nomination and agree to comply with said ACT relative to keeping open said office.



CHARLES MOGFORD, Registered Agent

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ARTICLE VI

The duration of the corporation is perpetual.

ARTICLE VII

The business of this corporation shall be initially managed by its stockholders rather than by an initial Board of Directors. A Board of Directors shall be created and elected pursuant to the Bylaws of this corporation and the laws of Florida.

ARTICLE VIII

The name and address of the incorporator signing these Articles of Incorporation is as follows: CHARLES MOGFORD, 320 N. FEDERAL HIGHWAY, DANIA, FL 33004.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of May, 1997.

By: [Signature]

CHARLES MOGFORD, Incorporator

STATE OF FLORIDA)
COUNTY OF Palm Beach)

before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared: CHARLES MOGFORD, known to me and known to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 13th day of May, 1997.



ELIZABETH A WILKSMAN
My Commission CC571198
Expires Jul. 21, 2000

[Signature]

(Notary Public, State of Florida at Large)

Notary Seal