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O: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: AIRWAVE MARINE GROUP, INC.

AUDIT NUMBER.....H97000008853

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

16/03/97

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ARTICLES OF INCORPORATION

-of-

AIRWAVE MARINE GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. Name:

The name of the Corporation is AIRWAVE MARINE GROUP, INC..

ARTICLE II. Duration:

The term of existence of the corporation is perpetual.

ARTICLE III. Purpose:

Distribution and sale of Hovercraft and recreational vehicles.

The corporation may also transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. Capital Stock:

The aggregate number of shares which the corporation is authorized to issue is 50,000. Such shares will be of a single class and shall have a par value of \$.01 per share.

ARTICLE V. Preemptive Rights Granted:

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional share of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe or to acquire such shares, which may be issued at any time by the corporation after 10,000 shares are issued and fully paid.

Prepared by:
M. Daniel Sasso, P.A.
4223 Del Prado Boulevard
Cape Coral, Florida 33904
941-542-1355
Florida Bar #212377

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ARTICLE VI. Registered Office:

The street address of the initial registered office of the corporation is: 129 S.E. 43rd Terrace, Cape Coral, Florida 33904, and the name of the initial registered agent at such address is: KEVIN T. COSTELLO.

The principal office and the corporate headquarters shall be located at 129 S.E. 43rd Terrace, Cape Coral, Florida 33904, and such principal office may change from time to time.

ARTICLE VII. Special Meetings:

Special meeting of the stockholders may be called at any time for any purpose by any officer or director of the corporation or the holders of 50% of all outstanding shares.

ARTICLE VIII.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes. If:

a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which approves, authorizes or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The Contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

As to (b), a majority vote of the shares is necessary, however party shares owned or controlled by the director who has an interest in the transaction set out above may not be counted under (b).

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ARTICLE IX.

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

ARTICLE X.

This corporation shall have two(2) Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws and the name and address of the initial directors of the corporation are:

KEVIN T. COSTELLO, 129 S.E. 43rd Terrace, Cape Coral, Florida 33904
TRACY K. COSTELLO, 129 S.E. 43rd Terrace, Cape Coral, Florida 33904

ARTICLE XI.

The name and address of each incorporator is:

KEVIN T. COSTELLO, 129 S.E. 43rd Terrace, Cape Coral, Florida 33904
TRACY K. COSTELLO, 129 S.E. 43rd Terrace, Cape Coral, Florida 33904

ARTICLE XII. Commencement of Existence:

The corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation by the Department of State.

EXECUTED by the undersigned at Cape Coral, Lee County, Florida
on the 29th day of May, 1997.



KEVIN T. COSTELLO

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared
KEVIN T. COSTELLO and TRACY K. COSTELLO, the person described in
and who executed the foregoing Articles of Incorporation (who is
personally known by me) or (who produced identification of drivers
license issued by _____, passport issued by _____
_____, identification card issued by _____
_____) and acknowledged the execution thereof to be
free act and deed.

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WITNESS my hand and official seal, this 29th day of
May, 1997.



NOTARY PUBLIC,
STATE OF FLORIDA AT LARGE

M. DANIEL SASSO
(PRINTED NAME OF NOTARY)

My commission expires:



M. Daniel Sasso
MY COMMISSION # C0034917 EXPIRES
May 12, 2001
DONOR: THE TRUSTEES OF THE FLORIDA BAR, INC.

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EMPIRE CORPORATE KIT

MAY-29-1997 16:19

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FILED
97 MAY 29 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: The Department of State
Tallahassee, Florida 32304

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE
SERVED

In compliance with Section 607.0501 of the Florida General
Corporation Act, the following is submitted:

AIRWAVE MARINE GROUP, INC., with
its place of business at 129 S.E. 43rd Terrace, Cape Coral, Florida 33904
City of _____,
Florida, has named KEVIN T. COSTELLO
located at 129 S.E. 43rd Terrace,
City of Cape Coral
State of Florida, as its agent to accept service of process within
Florida.

Dated May 29, 19 97.

Kevin T. Costello
KEVIN T. COSTELLO, President (Title)

Having been named to accept service of process for the above-
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties, and I accept the duties and
obligations of Section 607.0501 of the Florida General Corporation
Act.

Dated May 29, 19 97.

Kevin T. Costello
KEVIN T. COSTELLO

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EMPIRE CORPORATE KIT

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