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Keith Poole, P.C.
1432 Heritage Glen Drive
Marietta, GA 30068
(770) 971-0109

97 JUN 26 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 10, 1997

correct
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Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200002216112--7
-06/18/97--01088--007
*****112.50 *****112.50

Dear Secretary of State:

I am requesting that you incorporate TRI-PORT MARINE, INC. Enclosed please find the following materials:

1. An original and two copies of the Articles of Incorporation;
2. A check in the amount of One hundred twenty two dollars and fifty cents; and
3. The original signed Certificate Designating Registered Agent/Registered Office.

If there are any questions regarding this matter, please call or write me. Thank you for your assistance on this matter.

Very truly yours,



Keith Poole 600002228556--7
-07/02/97--01017--001
*****10.00 *****10.00

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1997

KEITH POOLE, P.C.
1432 HERITAGE GLEN DRIVE
MARIETTA, GA 30068

SUBJECT: TRI-PORT MARINE, INC.
Ref. Number: W97000014367

We have received your document for TRI-PORT MARINE, INC. and check(s) totaling \$112.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 797A00032741

**ARTICLES OF INCORPORATION
OF
TRI-PORT MARINE, INC.**

FILED

97 JUN 26 PM 4:19

The undersigned, for the purpose of forming and organizing a corporation pursuant to the provisions of the Florida General Corporation Act does hereby adopt the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation shall be known as TRI-PORT MARINE, INC. The principal place of business of the corporation shall be at 319 43rd Street Boulevard, Palmetto, FL 34221.

ARTICLE II

This Corporation is organized pursuant to the provisions of the Florida General Corporation Act.

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

The corporation is a corporation for profit and pecuniary gain and is organized for the general purpose of providing brokerage services and for engaging in any lawful purpose not specifically prohibited under the Florida General Corporation Act. The corporation is organized to do any and all acts necessary, convenient, expedient, ancillary or in aid to the accomplishment of its purposes and shall in addition be authorized without limitation to operate in any legal business authorized by law for the purpose of making a profit or pecuniary gain.

ARTICLE V

The corporation shall have authority, acting by its Board of Directors, to issue not more than 10,000 shares of Series A common stock, all of which shall be shares without par value and not more than 10,000 shares of Series B common stock, all of which shall be shares without par value.

ARTICLE VI

The initial Board of Directors shall consist of one member:

Ronald Rizzo
319 43rd Street Boulevard
Palmetto, FL 34221

ARTICLE VII

The name and address of the incorporator is Keith Poole, 1432 Heritage Glen Drive, Marietta, GA 30068.

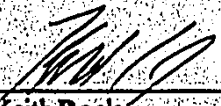
ARTICLE VIII

The corporation shall be authorized to select to use the provisions of Section 1362 of the Internal Revenue Code and to exercise any other further options, including but not limited to Section 1244, as deemed advisable or available under the rules and regulation of the Internal Revenue Service.

ARTICLE X

The registered agent shall be Ronald Rizzo. The address of the registered agent is 319 43rd Street Boulevard, Palmetto, FL 34221. The office of the registered agent is 319 43rd Street Boulevard, Palmetto, FL 34221.

IN WITNESS WHEREOF, the undersigned incorporator has executed the Articles of Incorporation this 10th day of June, 1997.



Keith Poole
Attorney at Law
1432 Heritage Glen Drive
Marietta, GA 30068
(770) 971-0109

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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Pursuant to the provisions of Section 607.325 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is TRI-PORT MARINE, INC.
2. The name and address of the registered agent and office is 619 43RD Street Boulevard, Palmetto, FL 34221.

SIGNATURE

Ronald J. Rizzo
PRESIDENT

DATE

6/16/97

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 THE STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Ronald J. Rizzo

DATE

6/16/97