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FLORIDA DIVISION OF CORPORATIONS

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FROM: DENIS GAUTHIER
073542003667

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CONTACT: DENIS GAUTHIER
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FAX #:

NAME: BREEZE MARINE, INC.

AUDIT NUMBER.....H97000011357

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

CERT. OF STATUS..0

PAGES..... 3

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 11, 1997

DENIS GAUTHIER

SUBJECT: BREEZE MARINE INC.
REF: W97000016100

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Article 7 states there will be 3 director(s), whereas 2 is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Backy McKnight
Document Specialist

FAX Aud. #: H97000011357
Letter Number: 697A00035832

H97000011357
ARTICLES OF INCORPORATION
OF
BREEZE MARINE INC.

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: BREEZE MARINE INC.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is:
221 SW 15TH STREET
DANIA FL 33004

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is: CHRISTIAN PLEIGNET
221 SW 15TH STREET
DANIA FL 33004

Which is also known as the registered office.

CHRISTIAN PLEIGNET
499 E. Sheridan st.# 310
Dania FL 33004
TEL 954-9250435

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TALLAHASSEE, FLORIDA

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ARTICLE VII. DIRECTORS

The Corporation shall have Two directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are..

CHRISTIAN PLEIGNET
221 SW 15TH STREET
DANIA FL 33004

PIERRETTE MARTIN
221 SW 15TH STREET
DANIA FL 33004

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are.:

CHRISTIAN PLEIGNET
221 SW 15TH STREET
DANIA FL 33004

PIERRETTE MARTIN
221 SW 15TH STREET
DANIA FL 33004

ARTICLE XI. AMENDMENT

These 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 Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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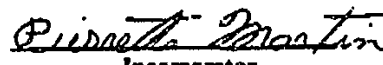
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IN WITNESS WHERE OF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 10TH day of JULY 1997

STATE OF FLORIDA)
:SS
COUNTY OF BROWARD)


Incorporator

CHRISTIAN PLEIGNET


Incorporator

PIERRETTE MARTIN

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared:

CHRISTIAN PLEIGNET & PIERRETTE MARTIN

known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 10TH day of JULY 1997


Notary Public, State of Florida at large.

My Commission Expires:



DENIS GUILLEMIN
COMMISSION # CC 640147
EXPIRES JUN 24, 2000
BONDED THRU
ATLANTIC BONDING CO.

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FLORIDA
SECRETARY OF STATE

I CHRISTIAN PLEIGNET by execution hereof, accept the designation as Registered Agent of this Corporation


CHRISTIAN PLEIGNET