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ROBERT W. WILSON

DAVID W. GRIFFIN

WILSON AND GRIFFIN, P.A.

LANDMARK BUILDING
401 SOUTH LINCOLN AVENUE
CLEARWATER, FLORIDA
34616

TELEPHONE 442-1035
AREA CODE 813
FAX 442-5318

July 10, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

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***122.50 ***122.50

RE: SMI OF BROOKSVILLE, INC.
#26,716-G

Dear Sir or Madam,

Please find enclosed the Articles of Incorporation for the above referenced corporation, along with a check in the amount of \$122.50 for filing.

Thank you for your usual courtesy and prompt attention to this corporation. If you have any questions or need additional information, please feel free to call.

Very truly yours,


ROBERT W. WILSON

ljj/enc.

JUL 18

BSB

FILED
97 JUL 17 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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97 JUL 17 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, hereby makes, executes and adopts the following Articles of Incorporation:

ARTICLE I. NAME. The name of this Corporation shall be:

SMI OF BROOKSVILLE, INC.

ARTICLE II. GENERAL NATURE OF BUSINESS. The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, as follows:

1. Ownership and operation of boat towing business and family affairs.
2. To acquire by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands, or interests in lands, and any buildings or other structures, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.
3. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in equipping, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to

secure the payment of corporation indebtedness as required.

5. To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this Corporation, or calculated to facilitate the same.

6. To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

7. To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

8. To pay pensions and establish and carry out pension plans, profit-sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

9. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his/her death shares of its stock owned by the shareholder, or by the spouse or children of the shareholder.

10. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

11. To have and exercise all powers necessary or convenient to effect its purposes. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III. CAPITAL STOCK. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1000 shares of common stock, each having \$1.00 par value per share. Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV. TERM OF EXISTENCE. This Corporation shall have perpetual existence.

ARTICLE V. ADDRESS OF CORPORATION. The initial address of the principal office of this Corporation is: 21445 Lake Lindsay, Brooksville, Florida 34601. The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI. DIRECTOR(S). The Corporation shall have two (2) directors initially, but the number may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTOR(S). The names and addresses of the Directors who shall hold office until a successor or successors are elected and have qualified, are as follows:

GUY MICHAEL RICHARDSON, 21445 Lake Lindsay, Brooksville, Florida 34601
KATHLEEN C. RICHARDSON, 21445 Lake Lindsay, Brooksville, Florida 34601.

ARTICLE VIII. INCORPORATORS. The names and addresses of the Incorporators of these Articles of Incorporation are as follows:

GUY MICHAEL RICHARDSON, 21445 Lake Lindsay, Brooksville, Florida 34601 and
KATHLEEN C. RICHARDSON, 21445 Lake Lindsay, Brooksville, Florida 34601.

ARTICLE IX. INITIAL OFFICERS. The names and addresses of the officers of the Corporation, who shall hold office until successors are elected and have qualified, are as follows:

GUY MICHAEL RICHARDSON - President, Treasurer, Director
21445 Lake Lindsay, Brooksville, Florida 34601

KATHLEEN C. RICHARDSON - Vice president, Secretary, Director
21445 Lake Lindsay, Brooksville, Florida 34601

ARTICLE X. REGISTERED AGENT AND REGISTERED ADDRESS OF REGISTERED AGENT. The

registered agent and registered address of the registered agent of the Corporation shall be:

GUY MICHAEL RICHARDSON, 21445 Lake Lindsay, Brooksville, Florida 34601.

ARTICLE XI. AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed by the Board of Directors to the stockholders, and approved by the stockholders at a meeting of the stockholders, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles be made.

IN WITNESS WHEREOF, THE UNDERSIGNED, as Incorporators of the foregoing Articles of Incorporation, have executed them this 10th day of July, 1997, for the uses and purposes therein set forth.


GUY MICHAEL RICHARDSON

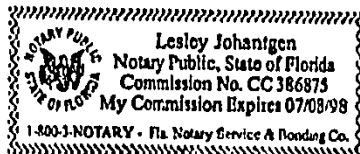

KATHLEEN C. RICHARDSON


STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 10th day of July, 1997, personally appeared before me, GUY MICHAEL RICHARDSON and KATHLEEN C. RICHARDSON, as Incorporators of SMI OF BROOKSVILLE, INC., who are personally known to me or who have produced Drivers Licenses or other picture I.D. as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

My Commission Expires:




LESLEY JOHANTGEN, Notary Public

CONSENT BY REGISTERED AGENT

FILED

97 JUL 17 AM 8:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of the Florida law relative to keeping the designated office open.

Dated: July 10, 1997

Guy Michael Richardson
GUY MICHAEL RICHARDSON
21445 Lake Lindsay
Brooksville, Florida 34601