

p970000 67175



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 479959 126795A

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : July 30, 1997

ORDER TIME : 11:48 AM

ORDER NO. : 479959-005

CUSTOMER NO: 126795A

CUSTOMER: Evan R. Marbin, Esq  
FRANKLIN & MARBIN, P.A.

Penthouse 104  
48 East Flagler Street  
Miami, FL 33131

800002253158--8

-07/30/97--01097--011

\*\*\*\*\*78.75 \*\*\*\*\*28.75

122.50

122.50

DOMESTIC FILING

NAME: HELLS BAY BOAT CO.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 JUL 30 PM 2:19  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

w97-17591

30 1997

00634

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 30, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: HELLS BAY BOAT CO.  
Ref. Number: W97000017591

We have received your document for HELLS BAY BOAT CO. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of 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 (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 297A00038944

RECEIVED  
97 AUG -4 PM 12:08  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Sandy- Article 8 - states address  
of corporation.*

**RESUBMIT**

Please give original  
submission date as file date.

**ARTICLES OF INCORPORATION**

**of**

**HELLS BAY BOAT CO.**

**FILED**  
97 JUL 30 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be HELLS BAY BOAT CO.

**ARTICLE II**

This corporation shall commence its perpetual existence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III**

The general purpose for which this corporation is organized is to transact any or all lawful business permitted under the laws of the State of Florida.

**ARTICLE IV**

The aggregate number of shares which the corporation shall have authority to issue shall be as follows:

Number of Shares <u>Authorized</u>	Par Value	Class of Stock
1,000	\$1.00	Common

All of said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

#### **ARTICLE V**

The street address of the initial registered office of this corporation and its initial registered agent are as follows:

EVAN R. MARBIN, ESQ.  
48 East Flagler Street  
Penthouse 104  
Miami, Florida 33131

#### **ARTICLE VI**

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time, unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The name and address of the first directors of the corporation who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

HAL T. CHITTUM  
82748 Overseas Highway  
Islamorada, Florida 33036

#### **ARTICLE VII**

The name and address of the Incorporator is:

EVAN R. MARBIN, ESQUIRE  
48 East Flagler Street  
Penthouse 104  
Miami, Florida 33131

#### **ARTICLE VIII**

The address of the corporation is:

HELLS BAY BOAT CO.  
82748 Overseas Highway  
Islamorada, Florida 33036

#### **ARTICLE IX**

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them for any indebtedness of such shareholders to the corporation.

#### **ARTICLE X**

This corporation, by duly adopted action of the Board of Directors, may indemnify and insure its officers and directors to the extent permitted by the law either now existing or hereafter enacted.

*IN WITNESS WHEREOF*, the undersigned, being the original Incorporator of the above-named corporation, for the purpose of forming a corporation to do business both within and

without the State of Florida, under the laws of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation this 29 day of July, 1997.

  
\_\_\_\_\_  
EVAN R. MARBIN, ESQUIRE

**ACKNOWLEDGMENT**

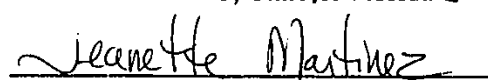
STATE OF FLORIDA)  
COUNTY OF DADE )

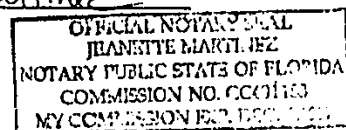
*BEFORE ME*, the undersigned authority, personally appeared EVAN R. MARBIN, ESQUIRE personally known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

*WITNESS* my hand and official seal in the County and State named above this 29 day of July, 1997.

  
NOTARY PUBLIC, State of Florida

My Commission Expires:

  
Print Notary Name  
Commission No.:



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

HELLS BAY BOAT CO. desiring to organize under the laws of the State of Florida, with

its registered office as indicated in the Articles of Incorporation, at 48 East Flagler Street, Penthouse 104, Miami, Florida 33131, has named EVAN R. MARBIN, ESQ., as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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 agree to comply with the provisions of this Act relative to keeping said office open.

By: \_\_\_\_\_

EVAN R. MARBIN

**FILED**  
97 JUL 30 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA