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CIVIL TRIAL LAWYERS

PLEASE REPLY TO
FORT LAUDERDALE OFFICE

FORT LAUDERDALE OFFICE:
780 E. BROWARD BLVD., SUITE 400
FORT LAUDERDALE, FLORIDA 33301

PALM BEACH OFFICE:
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WEST PALM BEACH, FL 33401

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(561) 840-7448 - WPB

August 22, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: Tobias Marine, Inc.

Ladies and Gentlemen:

We are enclosing an original and one copy of the Articles of Incorporation for the captioned organization together with our check in the amount of \$122.50 for your filing fees. Please file the Articles and return a certified copy of same to the attention of the undersigned in the enclosed Federal Express envelope. Your usual prompt and courteous attention to this matter is appreciated.

Cordially yours,

Ronald P. Anselmo/mms

Ronald P. Anselmo
For the Firm

**SIGNED IN MR. ANSELMO'S
ABSENCE TO AVOID DELAY**

RPA/mms
Enclosure

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97 AUG 25 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TOBIAS MARINE, INC.**

FILED
97 AUG 25 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

TOBIAS MARINE, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- (a) To deal in land, goods and services of every nature at retail or wholesale, for its own account, or for the accounts of others.
- (b) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any of the businesses of the corporation.
- (c) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

(d) To serve as a marina and storage of and sales and service of new and used boats.

ARTICLE III

The capital stock of this corporation shall consist of 5,000 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares shall constitute a quorum at shareholder meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The street address of the initial principal office of this corporation is: 790 E. Broward Boulevard, Suite 400, Fort Lauderdale, Florida 33301.

The name and address of the initial registered agent of this corporation is: BURL F. GEORGE, 790 E. Broward Boulevard, Suite 400, Fort Lauderdale, Florida 33301.

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VI

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by this Stockholders, but shall never be less than one.

ARTICLE VII

The name and address of the member of the first Board of Directors is as follows: BURL F. GEORGE, 790 E. Broward Boulevard, Suite 400, Fort Lauderdale, Florida 33301.

ARTICLE VIII

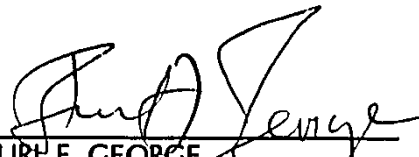
The name and address of the Subscriber of these Articles of Incorporation is as follows: BURL F. GEORGE, 790 E. Broward Boulevard, Suite 400, Fort Lauderdale, Florida 33301.

ARTICLE IX

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 having the right to vote on any such amendment, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

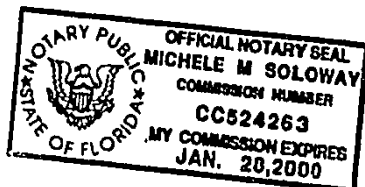
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes

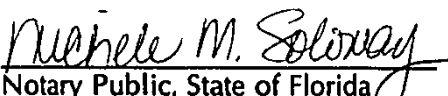
aforesaid, this 22 day of August, 1997.


BURL F. GEORGE

STATE OF FLORIDA)
COUNTY OF BROWARD)

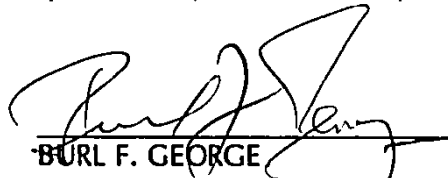
The foregoing Articles of Incorporation were acknowledged before me this 22 day of August, 1997, by BURL F. GEORGE, the Subscriber to the said Articles of Incorporation.




Michele M. Soloway
Notary Public, State of Florida
My Commission Expires:

REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


BURL F. GEORGE

FILED
97 AUG 25 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA