

997000074006

W. DAVID MILLSAPS
5175 Starline Drive
St. Cloud, Florida 34771

August 22, 1997

Honorable Sandra B. Mortham, Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Pro-Marine of Oceola, Inc.
Florida Business Corporation

60000237525-0
08/23/97-0F140-003
***122.50 ***122.50

Dear Madam:

In accordance with Section 607.0120 of West's Florida Statutes Annotated, please find enclosed herewith the following documents:

1. The original and one conformed copy of the Articles of Incorporation of the aforesaid corporation, which are submitted for filing as provided in West's F. S. A. Section 607.0125.
2. The name availability has been verified through the Florida web site on the internet.
3. A check payable to you in the amount of \$122.50 as provided West's F. S. A. Section 607.0122 for filing the Articles of Incorporation, \$35.00, Designation of the Registered Agent, \$35.00, and certified copy of the Certificate of Incorporation, \$52.50.

I would appreciate your processing these documents in the manner prescribed by West's F. S. A. Section 607.0125 and, if everything is in order, issuing a Certificate of Incorporation and attaching it to the one conformed copy of the Articles of Incorporation submitted herewith and returning it to me.

Very truly yours,



W. David Millsaps

Enclosures 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PRO-MARINE OF OSCEOLA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is PRO-MARINE OF OSCEOLA,
INC.

II.

The corporation is organized pursuant to the provisions
of the Florida Business Corporation Act.

III.

The corporation shall have perpetual duration.

IV.

The corporation is a corporation for profit and is
organized for the following purposes:

(a) To sell, repair, and service marine boats and
motors;

(b) To engage in any lawful business or activity
related thereto; and

(c) To engage in any other lawful business or activity
for which corporations may be organized under the Florida Business
Corporation Act.

V.

The corporation shall have the authority to issue not
more than one thousand (1,000) shares of common stock having no
par value with any and all limitations and rights to be
established by the Board of Directors of the corporation.

VI.

The street and mailing address of the principal office
of the corporation shall be:

5175 Starline Drive
St. Cloud, Florida 34771,

VII.

The street address of the initial registered office of the corporation shall be:

5175 Starline Drive
St. Cloud, Florida 34771,

and William David Millsaps, the initial registered agent, who is an individual resident of Florida with his business address being identical with the business office of the corporation and who hereby states that he accepts the appointment of registered agent for the corporation.

VIII.

The initial Board of Directors shall consist of one (1) member who shall be:

W. David Millsaps.

IX.

The name and address of the incorporator is:

W. David Millsaps
5175 Starline Drive
St. Cloud, Florida 34771,

X.

In addition to, but not in limitation of the general powers conferred upon the corporation by law, the Board of Directors of the corporation may, from time to time and at its discretion, distribute a portion of the assets to its shareholders out of the capital surplus of the corporation.

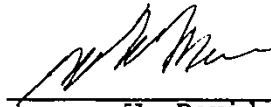
XI.

The corporation may, upon adoption of a resolution by its Board of Directors, purchase its own shares to the extent of unreserved and unrestricted capital surplus available for said purchase.

XII.

Any sale or other disposition of the shares of this corporation by its shareholders shall be subject to such restrictions as may be provided in the by-laws of the corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.



W. David Millsaps
Incorporator/REGISTERED AGENT

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