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LAW OFFICES
Beatriz M. Capote, P.A.
17TH FLOOR
1101 BRICKELL AVENUE
MIAMI, FLORIDA 33131

one #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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(Corporation Name) (Document #)
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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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97 DEC -1 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEB DEC 3 1997

Examiner's Initials

ARTICLES OF INCORPORATION OF
BOAT PARTS ON A BUDGET, INC.

ARTICLE I
NAME

The name of the Corporation is **BOAT PARTS ON A BUDGET, INC.**

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: **2871 South Ponte Vedra Boulevard, South Ponte Vedra Beach, FL 32082.**

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: **2871 South Ponte Vedra Boulevard, South Ponte Vedra Beach, FL 32082.**

ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

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ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is **1101 Brickell Avenue, 17th Floor, Miami, FL 33131**, and the name of the initial Registered Agent of this Corporation at that address is **BEATRIZ M. CAPOTE**.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
BEATRIZ M. CAPOTE	1101 Brickell Ave., 17th Floor Miami, FL 33131

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

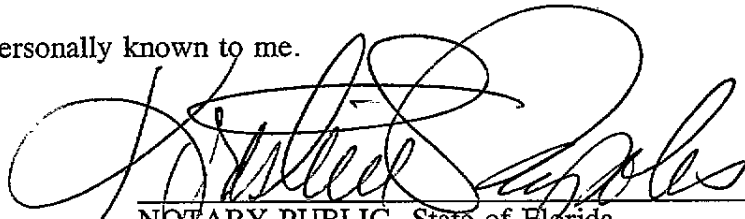
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of November, 1997.



BEATRIZ M. CAPOTE

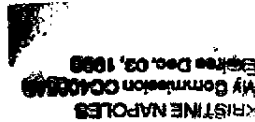
STATE OF FLORIDA:
COUNTY OF DADE :

I HEREBY CERTIFY that on this 24 day of November, 1997, personally
appeared before me, an officer duly authorized to administer oaths and take acknowledgements,
BEATRIZ M. CAPOTE, who is personally known to me.



NOTARY PUBLIC, State of Florida
Print Name: KRISTINE NAPOLES

My Commission Expires:

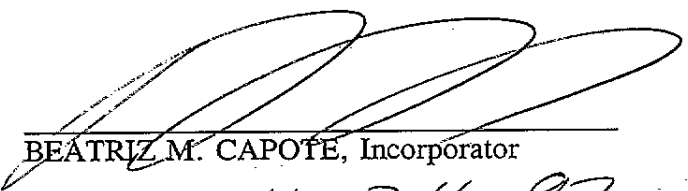


KRISTINE NAPOLES
My Commission CC408545
Expires Dec. 03, 1998

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THAT **BOAT PARTS ON A BUDGET, INC.** DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED **BEATRIZ
M. CAPOTE**, LOCATED AT **1101 BRICKELL AVENUE, 17TH FLOOR, MIAMI,
FLORIDA, 33131**, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA.



BEATRIZ M. CAPOTE, Incorporator

DATE: 11-24-97

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 THE CAPACITY OF REGISTERED AGENT, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



BEATRIZ M. CAPOTE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA