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TO: DIVISION OF CORPORATIONS

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CONTACT: TERESA ROMAN PHONE: (904)385-6735  
(904)561-1025

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NAME: MARINE AUTO DISCOUNT WORLD, INC. AUDIT NUMBER.....H97000020213 DOC  
TYPE.....FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS..0  
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ARTICLES OF INCORPORATION  
OF  
MARINE AUTO DISCOUNT WORLD, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is MARINE AUTO DISCOUNT WORLD, INC.

ARTICLE II - PRINCIPAL ADDRESS

10021 NW 3rd Court, Plantation, Florida 33324

ARTICLE III - COMMENCEMENT

This corporation shall commence on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10021 NW 3rd Court, Plantation, Florida 33324 and the name and address of the initial registered agent is PIERRE H. GIRAUD, 10021 NW 3rd Court, Plantation, Florida 33324.

Prepared by:  
Law offices of Gregory A. Ebenfeld, P.A.  
Gregory A. Ebenfeld, Esq.  
Florida Bar #0968005  
9900 Stirling Road, Suite 208  
Cooper City, Florida 33024  
954-430-5644

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### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have 3 directors initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws. The name and address of the initial director are:

PIERRE H. GIRAUD, 10021 NW 3rd Court, Plantation, Florida 33324.  
PIERRE P. GIRAUD, 811 Monticello Avenue, Davie, Florida 33325  
FRANK D. LEDEE, 1660 Sweet Bayway, Hollywood, Florida 33019

### **ARTICLE VIII - INCORPORATOR**

The name and address of the people signing these articles are:

PIERRE H. GIRAUD  
10021 NW 3rd Court  
Plantation, Florida 33324

### **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

### **ARTICLE X - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or other property of any previously unissued stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### **ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

Anything to be contrary contained in these articles of incorporation notwithstanding, if the Shareholders of this corporation shall so elect, they may exercise all powers and conduct the business and affairs of this corporation in lieu of the board of directors.

**ARTICLE XII - INDEMNIFICATION**

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

**ARTICLE XIII - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 5 day of December, 1997.

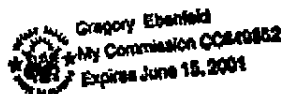
  
PIERRE H. GIRAUD, Incorporator

STATE OF FLORIDA                    )  
  ) SS.:  
COUNTY OF BROWARD            )

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared PIERRE H. GIRAUD, personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed these ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 5 day of December, 1997.

  
Notary Public  
my commission expires:



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:


FIRST - THAT, MARINE AUTO DISCOUNT WORLD, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF WESTON,

PIERRE H. GIRAUD, 10021 NW 3rd Court, Plantation, Florida 33324, STATE OF FLORIDA, HAS NAMED PIERRE H. GIRAUD (REGISTERED AGENT)

LOCATED AT 10021 NW 3rd Court, Plantation, Florida 33324, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:   
PIERRE H. GIRAUD

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

SIGNATURE:   
PIERRE H. GIRAUD

DATE: 12/5/97

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TALLAHASSEE, FLORIDA

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