

JAN.21.1998

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CONTACT: BETTY J DEES
PHONE: (561) 287-2600

ACCT#: 076424001425

FAX #: (561) 287-0115

NAME: LENCO MARINE, INC.

AUDIT NUMBER.....H98000001350

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be: **LENCO MARINE, INC.**

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: 2802 S.E. Monroe Street, Stuart, Florida 34997. The mailing address of the corporation shall be: 2802 S.E. Monroe Street, Stuart, Florida 34997.

**ARTICLE III
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE IV
NATURE OF BUSINESS**

The nature of the business of the corporation shall be to research, develop, design, manufacture, distribute and sell marine products, machinery and equipment; the corporation may transact any and all other lawful business for which corporations may be incorporated under the Florida General Corporation Act and to engage in any activity

Prepared by:
Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, Florida 34994
(561) 287-2600
Fla. Bar No.: 250414

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or business permitted under the laws of the United States and of the State of Florida and to carry out said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States or in any foreign country.

ARTICLE V CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a nominal or par value of One and no/100 Dollars (\$1.00).

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The corporation's initial registered office and initial registered agent at that address shall be:

Richard DeVito

2802 S.E. Monroe Street
Stuart, Florida 34997

ARTICLE VII BOARD OF DIRECTORS

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Richard DeVito

2802 S.E. Monroe Street
Stuart, Florida 34997

Samuel Mullinax

2802 S.E. Monroe Street
Stuart, Florida 34997

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ARTICLE VIII INCORPORATOR

The names and street addresses of the incorporator of these Articles of Incorporation are as follows:

Richard DeVito

2802 S.E. Monroe Street
Stuart, Florida 34997

ARTICLE IX PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE X INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE XI AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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BYLAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders of any meeting thereof.

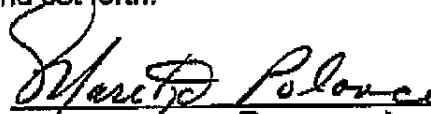
The undersigned incorporator has executed these Articles of Incorporation this 21st day of January, 1998.


Richard DeVito

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 21st day of January, 1998 by RICHARD DeVITO, (PLEASE CHECK ONE OF THE FOLLOWING) [] who is personally known to me or [] who has produced Fla Drivers License (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) [] did or [] did not take an oath. He subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.




Maritza Polanco (Print Name)
NOTARY PUBLIC
My Commission Expires: 5/4/99

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes (1997), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is Lenco Marine, Inc.

The name and address of the initial registered agent and office is:

Richard DeVito

2802 S.E. Monroe Street
Stuart, Florida 34997

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Richard DeVito
Registered Agent

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