



ACCOUNT NO. : 072100000032

REFERENCE : 737563 82491A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 11, 1998

ORDER TIME : 3:22 PM

ORDER NO. : 737563-005

CUSTOMER NO: 82491A

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-03/12/98--01002--018
****122.50 ****122.50

CUSTOMER: Ms. Daphne K. Stonestreet
DONALD B. SMITH, ATTORNEY AT
LAW
Suite Three
150 South Highway 17-92
Debary, FL 32713

DOMESTIC FILING

NAME: MASTER MARINE DISTRIBUTORS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 AM 8:57

RECEIVED
98 MAR 11 PM 4:20
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

OF

MASTER MARINE DISTRIBUTORS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 11 AM 8:57

WE, THE UNDERSIGNED, being natural persons of legal age, do hereby desire to form a corporation under the laws of the state of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be MASTER MARINE DISTRIBUTORS, INC., a Florida corporation. The principal place of business of this corporation shall be 716 Industry Road, Longwood, Florida 32750.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation shall have those powers authorized or permitted by law or otherwise, it being the intention that this corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the state of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock of this corporation which the corporation is authorized to have outstanding at any one time is 500 shares of common capital stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors of this corporation.

The names and number of shares of the shareholders of this corporation are as follows:

F. SCOTT HALL	250 shares
STEPHEN J. CRUISE	250 shares

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 716 Industry Road, Longwood, Florida 32750, and the name of the initial Registered Agent of this corporation at that address is: F. SCOTT HALL.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this corporation, and the Board of Directors shall be elected or appointed by the shareholders of the corporation but it shall not be necessary for any such director to be a shareholder of the corporation.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and qualified are:

F. SCOTT HALL	716 Industry Road Longwood, Florida 32750
STEPHEN J. CRUISE	391 Pine Avenue Naples, Florida 34108

ARTICLE VI

INCORPORATORS

The names and addresses of the Incorporators of this corporation are:

F. SCOTT HALL	716 Industry Road Longwood, Florida 32750
STEPHEN J. CRUISE	391 Pine Avenue Naples, Florida 34108

ARTICLE VII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders of this corporation.

ARTICLE VIII

INDEMNIFICATION

Every director, officer, employee or agent of the corporation shall be indemnified by the corporation against all expenses and liabilities including attorney fees, reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a part or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a director, officer, employee or agent of the corporation, or any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee or agent is adjudged liable for gross negligence or willful and wanton misconduct in the performance of his or her duties as such officer, director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee or agent may be entitled.

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these
Articles of Incorporation on this 3rd day of March, 1998.

F. Scott Hall
F. SCOTT HALL
Stephen J. Cruise
STEPHEN J. CRUISE

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 3 day of March,
1998, by F. SCOTT HALL, who is personally known to me and who did take an oath.



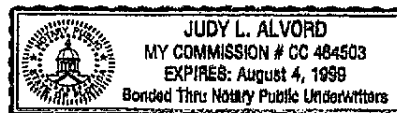
DEBRA R. LOWERY
COMMISSION # 451713
EXPIRES APR 9, 1999

Debra R. Lowery
Notary Public

STATE OF FLORIDA
COUNTY OF Collier

The foregoing instrument was acknowledged before me this 4 day of March,
1998, by STEPHEN J. CRUISE, who is personally known to me and who did take an
oath.

Judy L. Alvord
Notary Public



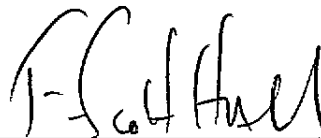
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING UPON WHOM
PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 11 AM 8:57

IN PURSUANCE of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that MASTER MARINE DISTRIBUTORS, INC., desiring to organize under the laws of the state of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Longwood, County of Seminole, State of Florida, has named F. SCOTT HALL, of 716 Industry Road, Longwood, Florida 32750, as its agent to accept service of process within this state.

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



F. SCOTT HALL
Registered Agent