

P980000032217

Edison L. H. Irvine

3100 SR 84 Suite 306 Ft. Lauderdale, FL 33312 (954) 581-2221

April 3, 1998

New Filings Department
Division of Corporations
Florida Secretary of States Office
P.O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern,

Enclosed please find an original and one copy of the Articles of Incorporation for FORTRESS MARINE, INC., to be processed as a new filing, a check in the amount of \$70.00, and a stamped self addressed envelope for your convenience.

I appreciate your time and attention to this matter. Should you have any further questions, please do not hesitate to call me at the above telephone number.

Sincerely,

Edison Irvine

Edison L. H. Irvine

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-04/06/98--01055--012
*****70.00 *****70.00

ENCLOSURES:

Cover Letter
Original and one copy of the Articles of Incorporation
Check from Comp-U-Learn USA, Inc. in the amount of \$70.00
Stamped, self addressed return envelope.

FILED
98 APR -6 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 4/8/98

ARTICLES OF INCORPORATION

of

FORTRESS MARINE, INC.

WE, the undersigned, for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation; and to that end we do, by these Articles, set forth:

ARTICLE I - NAME

The name of the corporation is: **FORTRESS MARINE, INC.**

ARTICLE II - PURPOSE

The general nature of the business and the object and purpose to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the statutes of the State of Florida, and to do any and all things as fully and to the same extent as natural persons might or could do, and in addition, to wit:

- A.) To engage in the business of providing detection and sensing devices and technology applications to facilitate such devices, to the marine industry, and other industries, in all aspects of commerce, both public and private;
- B.) To carry on the business of a holding company and to purchase and acquire any mercantile or commercial business, trade or enterprise permitted by the laws of the State of Florida, and to own, operate, hold, maintain, use, sell or otherwise dispose of the same. To enter into or engage in any such business, trade or enterprise;
- C.) To engage in the sales and commission business in the representation of factories, wholesalers and businesses which require the use and service of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales and commission agency, as well as to engage in other similar and allied businesses incidental to a sales and commission agency, which said agency may operate both within and without of the State of Florida;

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- D.) To make and perform contracts of any kind and description, for the purpose of attaining any of the objectives of the corporation. To do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise and which are now, or hereafter may be authorized by law. To do and perform any and all things necessary or incidental to the performing of or carrying out the powers herein above specifically delegated or implied.

ARTICLE III - CAPITAL STOCK

The stock of this corporation shall be divided into 500 shares at \$1 par value. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for, with capital stock, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. The amount of capital which this corporation shall begin business shall be no less than Five Hundred (\$500.00) dollars.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal place of business of said corporation shall be at 3100 State Road 84, Suite 306, Fort Lauderdale, Florida 33312 with the privilege of having such branch offices within and without the State of Florida. The street address of the Corporation's initial registered office shall be at 3100 State Road 84, Suite 306, Fort Lauderdale, Florida 33312 and Edison L. H. Irvine shall be the initial registered agent whose office is at said address. The registered agent by affixing his signature to these Articles of Incorporation states that he is hereby familiar with and accepts the duties and responsibilities as registered agent for this corporation.

ARTICLE V - DURATION

The corporation shall have perpetual existence.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and post office address of the first Board of Directors of the corporation who shall hold office for the first year, or until successors are chosen, shall be:

EDISON L. H. IRVINE
3100 STATE ROAD 84 SUITE 306
FT. LAUDERDALE, FL 33312

Director

RON B. ROY
2461 NW 87TH AVENUE

Director

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Edison L. H. Irvine (954) 581-2221
3100 SR 84 Suite 306
Ft. Lauderdale, FL 33312

SUNRISE, FL 33322

JAMES W. GORDON
660 NE 56TH COURT
FT. LAUDERDALE, FL 33334

Director

The number of directors of this corporation shall be not less than one (1), nor more than seven (7).

ARTICLE VII - INTIAL OFFICERS

The name and office address of the President, Vice President, Secretary and Treasurer, who shall hold office until his successors are elected or appointed or have qualified, are:

EDISON L. H. IRVINE
3100 STATE ROAD 84 SUITE 306
FT. LAUDERDALE, FL 33312

President and Secretary

RON B. ROY
2461 NW 87TH AVENUE
SUNRISE, FL 33322

Vice President and Treasurer

JAMES W. GORDON
660 NE 56TH COURT
FT. LAUDERDALE, FL 33334

Vice President

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer(s) or director(s) or any former officer(s) or director(s), to the full extent permitted by law.

ARTICLE IX - AMENDMENT

***Return to:
Edison L. H. Irvine (954) 581-2221
3100 SR 84 Suite 306
Ft. Lauderdale, FL 33312***

This corporation reserves the right to amend or repeal any provision contained in the 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.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledged to be filed in the office of the Secretary of State, the foregoing Articles of Incorporation, on this 2nd day of April, 1998


 (SEAL)

EDISON L. H. IRVINE Incorporator
3100 SR 84 Suite 306
Ft. Lauderdale, Fl. 32314

STATE OF FLORIDA)
COUNTY OF BROWARD) Ss.

BEFORE ME, the undersigned authority, personally appeared EDISON L. H. IRVINE, and he acknowledged before me that he signed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida, this 2nd day of April, 1998.


NOTARY PUBLIC,
State of Florida at Large

NOTARY PUBLIC - STATE OF FLORIDA
JAMES W. GORDON
COMMISSION # C0678795
EXPIRES 9/15/2001
BONDED THRU ASA 1-000-NOTARY1

My commission Expires:

FILED
98 APR -6 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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