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Law Offices of

CHARLES R. HILLEBOE, P.A.

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 13 AM 11:59

April 9, 1998

Secretary of State
Division of Corporations
Dept. of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation/MARATHON INTERNATIONAL, INC.

400002486464--3
-04/13/98--01062--019
***122.50 ***122.50

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for MARATHON INTERNATIONAL, INC. for filing with your office. Also enclosed is this firm's check in the amount of \$122.50 to cover filing fee and a return envelope.

Please call with any questions.

Sincerely,



Charles R. Hilleboe

CRH:cb

Enc.

CC: Mr. Copley

D. BROWN APR 15 1998

**ARTICLES OF INCORPORATION
OF
MARATHON INTERNATIONAL, INC.**

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**ARTICLE I
NAME**

The name of this Corporation is MARATHON INTERNATIONAL, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

2554 Estancia Blvd.
Clearwater, Florida 33761

**ARTICLE III
TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of no par value common stock.

**ARTICLE VI
DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors

are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lewis L. Copley, Jr.	2554 Estancia Blvd. Clearwater, FL 33761
Karen A. Copley	2554 Estancia Blvd. Clearwater, FL 33761

ARTICLE VII OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Lewis L. Copley, Jr.	2554 Estancia Blvd. Clearwater, FL 33761
Vice President, Secretary Treasurer	Karen A. Copley	2554 Estancia Blvd. Clearwater, FL 33761

ARTICLE VIII REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

<u>REGISTERED AGENT</u>	<u>OFFICE OF CORPORATION</u>
Lewis L. Copley, Jr.	2554 Estancia Blvd. Clearwater, FL 33761

ARTICLE IX INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such

expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X BY-LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XI AMENDMENTS

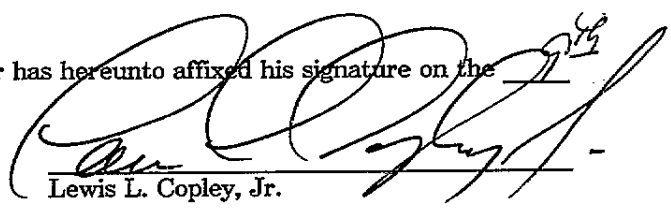
Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lewis L. Copley, Jr.	2554 Estancia Blvd. Clearwater, FL 33761

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the _____ day of April, 1998.



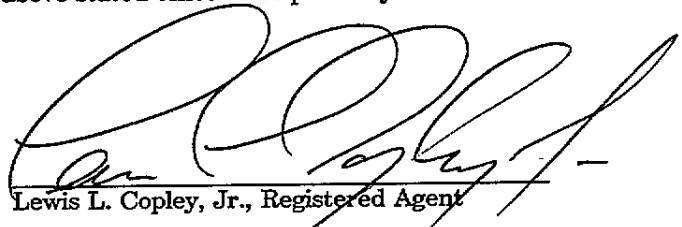
Lewis L. Copley, Jr.

**CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 13 AM 11:59

I, Lewis L. Copley, as Registered Agent for MARATHON INTERNATIONAL, INC. do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 2554 Estancia Blvd., City of Clearwater, County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: April 9, 1998



Lewis L. Copley, Jr., Registered Agent