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LAW OFFICES
SHULER AND SHULER

34 FOURTH STREET
POST OFFICE DRAWER 850
APALACHICOLA, FLORIDA 32329

TELEPHONE: (850) 653-9226
FACSIMILE: (850) 653-3382

ALFRED O. SHULER
J. GORDON SHULER
THOMAS M. SHULER

April 29, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002507665--9
-05/01/98--01057--001
*****122.50 *****122.50

Re: Champion's Marine & Heavy Equipment Repairs, Inc.

Dear Sir/Madam:

Enclosed you will find the Articles of Incorporation for Champion's Marine & Heavy Equipment Repairs, Inc. You will also find a check payable to the Secretary of State in the amount of \$122.50, for your filing fees and certified copies of the Articles.

Thank you for your attention to this, and please let me know if you need any additional information.

Sincerely,


Alfred O. Shuler

AOS:bs
Enc:As Stated
xc: Client

APPROVED
AND
FILED
98 MAY -1 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAY 5 1998

ARTICLES OF INCORPORATION
OF
CHAMPION'S MARINE & HEAVY EQUIPMENT REPAIRS, INC.

ARTICLE I. NAME

The name of this corporation is Champion's Marine & Heavy Equipment Repairs, Inc.

ARTICLE II. DURATION

The corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of repairing marine and heavy equipment, and the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue One Hundred Twenty shares of One Dollar par common stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 100 Timber Island Road, Carrabelle, Florida, and the name of the initial registered agent of this corporation at that address is Deborah Myers O'Neal.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be increased from time to time by the bylaws. The names and address of the initial director of this corporation is:

Deborah Myers O'Neal
700 West Gulf Beach Drive
St. George Island, Florida 32328

ARTICLE VII. INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are: Deborah Myers O'Neal, 700 West Gulf Beach Drive, St. George Island, Florida 32328.

APPROVED
AND
FILED
98 MAY -1 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 28th day of April, 1998.

Deborah Myers O'Neal
DEBORAH MYERS O'NEAL

APPROVED
AND
FILED
98 MAY -1 AM 7:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF FRANKLIN

BEFORE ME, the undersigned authority, personally appeared to me known to be the person described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same as and for their own free act and deed, and for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of April, 1998.

(SEAL)



Suzanne Michele Varnes
MY COMMISSION # CC546085 EXPIRES
April 8, 2000
BONDED THRU TROY PAW INSURANCE, INC.

Suzanne Michele Varnes
Notary Public, State of Florida
My commission expires:

**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 28.091, Florida Statutes, the following is submitted:

That the Champion's Marine & Heavy Equipment Repairs, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 100 Timber Island Road, Carrabelle, Florida 32322 has named Deborah Myers O'Neal, 100 Timber Island Road, Carrabelle, Florida a 32322 as its agent to accept service of process within Florida.

CHAMPION'S MARINE & HEAVY
EQUIPMENT REPAIRS, INC.

DATE: April 28th, 1998.

BY: Deborah Myers O'Neal
DEBORAH MYERS O'NEAL

Having been named to accept service of process for the above named 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.

DATE: April 28th, 1998.

BY: Deborah Myers O'Neal
DEBORAH MYERS O'NEAL