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June 3, 1998

VIA FEDEX

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: First Coast Boat Mart, Inc.

400002547994--6
-06/04/98--01055--023
****122.50 ****122.50

Dear Ladies and Gentlemen:

Enclosed is an original and one copy of Articles of Incorporation for filing. Also enclosed is our check payable to the Department of State in the amount of \$122.50 and our check to you in the amount of \$25.00.

Please return a certified copy of the Articles to me as soon as possible and fax my office a copy of the filed Articles with the charter number, etc. We are also enclosing a FedEx air bill for your use in returning the Articles to us. As always, thank you for your prompt assistance.

Sincerely,

RYAN AND MARKS


Jeffrey B. Marks

JBM/sds
Enclosures

P. Hall

JUN 4 1998

(6)

RECEIVED
98 JUN -4 PM 1:51
DIVISION OF CORPORATION

FILED

JUN -4 PM 4:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FIRST COAST BOAT MART, INC.
A FLORIDA CORPORATION FOR PROFIT

FILED
98 JUN -4 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE: These Articles of Incorporation were prepared in conformity with, and this corporation is organized under, the provisions of the Florida Business Corporation Act, Florida Statutes Chapter 607.

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ARTICLE I
NAME

The name of this corporation shall be FIRST COAST BOAT MART, INC., a Florida corporation for profit.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business or mailing address of this corporation shall be 8120 Beach Boulevard, Jacksonville, Florida 32216.

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common, voting stock at \$1.00 par value.

**ARTICLE IV
TERM OF EXISTENCE**

The existence of this corporation begins as of the time that these Articles are accepted for filing by the Florida Department of State. This corporation is to exist perpetually.

**ARTICLE V
OFFICERS AND DIRECTORS**

The Board of Directors of this corporation must consist of one or more individuals. The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successors are elected, are:

POSITIONS HELD

NAME AND ADDRESS

President, Treasurer
and Director

Charles F. Macy
964 Bayside Bluff
Jacksonville, Florida 32259

Vice President and Secretary

Phyllis Jolley Macy
964 Bayside Bluff
Jacksonville, Florida 32259

**ARTICLE VI
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Charles F .Macy
964 Bayside Bluff
Jacksonville, Florida 32259

**ARTICLE VII
DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the registered agent and registered office for this corporation are:

Charles F. Macy
964 Bayside Bluff
Jacksonville, Florida 32259

**ARTICLE VIII
NOTICES**

All notices required by Florida Statutes Chapter 607, including notices to shareholders and directors, may be in writing or in any other mode (including oral) of communications permitted by Florida Statutes Chapter 607, or the By-laws of this corporation.

**ARTICLE IX
BY-LAWS**

At the organizational meeting of this corporation, the incorporators (or their successors or assigns) shall adopt the initial by-laws. By-laws may be adopted, amended, or repealed, as provided by Florida Statutes, Chapter 607, or the by-laws themselves.

**ARTICLE X
PURPOSE AND POWERS OF THIS CORPORATION**

This corporation is organized for the purpose of transacting any and all lawful business. This corporation shall have all the powers now existing or hereafter given to it by any applicable jurisdiction, including, but not limited to, all powers given by Florida Statutes, Chapter 607.

**ARTICLE XI
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new capital stock of this corporation of the same kind, class, or series, as the case may be, as that which he/she already holds, shall have the right to purchase his/her prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XII
AMENDMENTS**

The procedure for proposing and adopting amendments to these Articles of Incorporation shall be as provided by Florida Statutes, Chapter 607.

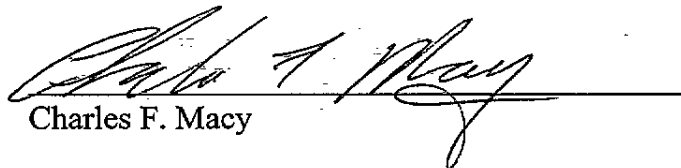
**ARTICLE XIII
TAXATION**

This corporation shall be entitled to make elections or adopt plans from time to time as provided by Federal, State, or local tax laws and regulations.

**ARTICLE XIV
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

This corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or director of this corporation, or is or was serving at the request of this corporation as an officer or director of another corporation, against any liability asserted against any of them and incurred by any of them in that capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article.

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of June, 1998.


Charles F. Macy

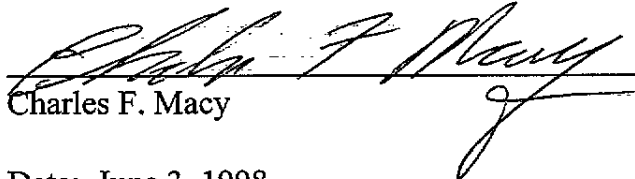
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Charles F. Macy, having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Charles F. Macy

Date: June 3, 1998