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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 12 PM 4:21

LAW OFFICES OF
LINDA D. SCHOONOVER, P. A.
ATTORNEY AT LAW
SUITE 102
390 WEST STATE ROAD 434
LONGWOOD, FLORIDA 32750

LINDA D. SCHOONOVER, ESQ.

TELEPHONE
(407) 339-7211
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May 27, 1998

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

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Re: CLASSIC MARINE, INC.

Ladies/Gentlemen:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of CLASSIC MARINE, INC. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it to the undersigned.

I have also enclosed a Certificate of Acceptance of Registered Agent for service of process within the State of Florida.

Our check, made payable to the Secretary of State in the amount of \$122.50, is also enclosed to cover the cost of filing these documents.

Thank you for your assistance in this regard and if there is anything further you need, please do not hesitate to contact me.

Sincerely yours,

LINDA D. SCHOONOVER, P.A.

By Linda D. Schoonover
Linda D. Schoonover, Esquire

LDS/tsh
Enclosures

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ARTICLES OF INCORPORATION
OF
CLASSIC MARINE, INC.

ARTICLE I - NAME

The name of the corporation shall be CLASSIC MARINE, INC. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of filing of these Articles.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business of CLASSIC MARINE, INC. shall be 10151 University Boulevard, Suite 120, Orlando, Florida 32817.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes provided that it will not engage in any act or activity requiring the consent or approval of any government official, department, board, agency or other body of any local, state or federal government having jurisdiction over such act or activity, without obtaining such consent or approval.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and

nonassessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be: 390 West State Road 434, Suite 102, Longwood, Florida 32750.

The name of the initial registered agent of this corporation at that address shall be: Linda D. Schoonover, Esquire.

The written statement of the simultaneous acceptance of appointment of the registered agent, required by Florida Statutes Section 607.0501 (3) and 607.0505 is enclosed with this appointment.

ARTICLE VII - BOARD OF DIRECTORS AND OFFICERS

- A. This corporation shall have one (1) director initially.
- B. The number of directors may be either increased or diminished from time to time by the Bylaws adopted by the shareholders, but shall never be less than one (1).
- C. Any director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders, for any cause deemed sufficient by such shareholders.
- D. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation, removal or otherwise, the vacancies shall be filled by the shareholders at their next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

A. The name and address of the initial directors and officers of this corporation is as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Jonathon E. Gomes	1300 Montigo Cove Way Orlando, FL 32839	(Director) President/ Secretary
Richard H. Thomas	4053 Coolwater Court Winter Park, FL 32792	(Director) Vice President/Treasurer

ARTICLE IX INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Linda D. Schoonover	Suite 102, 390 West State Road 434 Longwood, Florida 32750

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and shareholders. Such Bylaws shall prescribe duties of officers of the corporation and shall include any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all its shares owned and held by a shareholder who dies, all in accordance with the Bylaws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following:
(1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and

savings plan, (5) a restrictive stock option plan, (6) other retirement or incentive compensation plan or (7) medical reimbursement plan.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

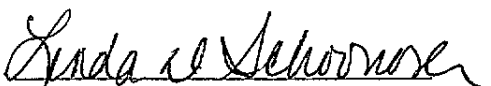
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8 day of June, 1998.


Linda D. Schoonover

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CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of CLASSIC MARINE, INC., I, LINDA D. SCHOONOVER, of 390 West State Road 434, Suite 102, Longwood, Florida 32750, hereby accept and agree to act in this capacity.


LINDA D. SCHOONOVER, ESQUIRE
Fla. Bar No. 513172
LINDA D. SCHOONOVER, P. A.
390 West SR 434, Suite 102
Longwood, Florida 32750
(407) 339-7211