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June 17, 1998

P98000056265

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Attn: Dana Calloway

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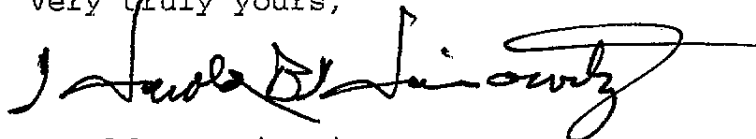
RE: Modern Marine Performance, Inc.

Dear Ms. Calloway:

Enclosed please find an original and one copy of Articles of Incorporation for Modern Marine Performance, Inc., along with my check number 1429 in the sum of \$122.50 payable to the Florida Department of State as the filing fee.

Please file these Articles of Incorporation and return a certified copy to me at your earliest possible convenience. I would also appreciate your faxing me a filed copy and your cover letter to (561) 394-4382. Thanking you for your many courtesies.

Very truly yours,



Harold B. Haimowitz

Enclosure

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98 JUN 22 AM 9:23
TALLAHASSEE, FLORIDA

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(1-24-98)
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**ARTICLES OF INCORPORATION
OF
MODERN MARINE PERFORMANCE, INC.**

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I : CORPORATE NAME

The name of this Corporation shall be: MODERN MARINE PERFORMANCE, INC., and its principal office shall be located at 16 Seagate Blvd., Key Largo, Florida 33037.

ARTICLE II: NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 1,000 shares of common stock, \$.01 par value per share.

ARTICLE IV: TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V: REGISTERED AGENT AND INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

- Diane Schneider
16 Seagate Blvd.
Key Largo, Florida 33037

ARTICLE VI: BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII: INITIAL DIRECTORS

The name and address of the initial Director of this Corporation is:

- Diane Schneider
16 Seagate Blvd.
Key Largo, Florida 33037

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until her successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII: INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Diane Schneider, and her address is 16 Seagate Blvd., Key Largo, Florida 33037.

ARTICLE IX: INDEMNIFICATION

This Corporation shall indemnify to the fullest extent permitted by Florida Statute 607.0850, as may be amended from time to time, any director or officer of the Corporation who is a party or who is threatened to be made a party to any proceeding which is a threatened, pending or completed action or suit brought against said officer or director in her official capacity. This Corporation shall not indemnify any director or officer in any action or suit, threatened, pending or completed, brought by her against the Corporation, in the event the officer or director is not the prevailing party. Indemnification of any other persons, such as employees or agents of the Corporation, or serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be determined in the sole and absolute discretion of the Board of Directors of the Corporation. Pursuant to Florida Statute 607.0850(9), no court order indemnification shall, under any circumstances, be permitted.

ARTICLE X: AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Florida

Statute 607.0901, as amended from time to time, relating to affiliated transactions.

ARTICLE XI: CONTROL SHARE ACQUISITIONS

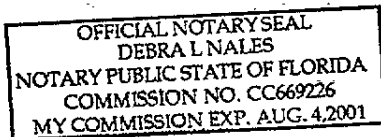
This corporation expressly elects not to be governed by Florida Statute 607.0902, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on 3RD of JUNE, 1998.

Diane Schneider
Diane Schneider, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH PASEO

The foregoing instrument was acknowledged before me on JUNE 9, 3RD, 1998, by Diane Schneider, as Incorporator. Diane Schneider is personally known to me or has produced her driver's license as identification and did take an oath.



Debra L. Nales
Notary Public

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STATE OF FLORIDA
PALM BEACH

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

MODERN MARINE PERFORMANCE, INC., a Corporation existing under the laws of the State of Florida with its principal office at 16 Seagate Blvd., Key Largo, Florida 33037, has named Diane Schneider, whose address is 16 Seagate Blvd., Key Largo, Florida 33037, as its agent to accept service of process within the State of Florida.

ACCEPTANCE

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law.

Diane Schneider
Diane Schneider, Registered Agent