

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000056369

Marathon Holding, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 24 AM 11:24

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EFFECTIVE DATE

06-17-98

☒ Art of Inc. File Photo

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☐ Cert. Copy

☒ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

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DIVISION OF CORPORATIONS

RP
06-24-98

Signature _____

Requested by: Ces

Name _____

Date 6/24

Time 8:38

Walk-In _____

Will Pick Up _____

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION
OF
MARATHON HOLDING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Marathon Holding, Inc.

ARTICLE II
NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

EFFECTIVE DATE
06-17-98

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding is 500 shares of a par value of \$1.00 per share. Holders of common stock are entitled to one vote per share and there shall be no cumulative voting. Holders of all common stock classes, shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$500.00.

ARTICLE V
BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation commences shall be June 17, 1998. The time of subscription and acknowledgement of these Articles of Incorporation.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
ADDRESS

The initial street address of the principal office of this corporation is

1110 Brickell Avenue
Penthouse One
Miami, Florida 33131

ARTICLE VIII
DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders.

ARTICLE IX
INITIAL DIRECTORS

The name and address of the initial director of the corporation is:

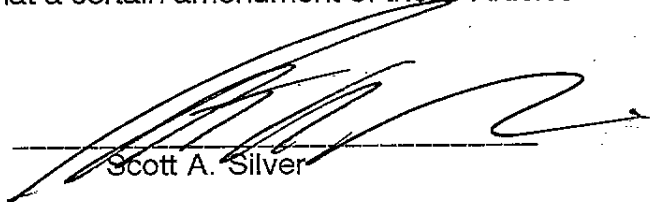
Irwin Freund
c/o Silver & Garvett, P.A.
1110 Brickell Avenue
Penthouse One
Miami, Florida 33131

ARTICLE X
THE NAME AND ADDRESS OF THE SUBSCRIBER
TO THESE ARTICLES OF INCORPORATION

Scott A. Silver
1110 Brickell Avenue
Penthouse One
Miami, Florida 33131

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a shareholders' meeting by the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

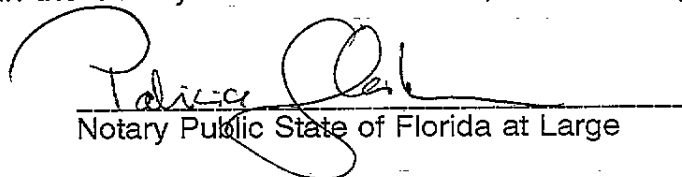


Scott A. Silver


STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above-named to take acknowledgements, personally appeared Scott A. Silver, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he/she acknowledge before me that he/she subscribed to those Articles of Incorporation.

WITNESS, my official seal in the County and State aforesaid, this 17th day of June, 1998.



Notary Public State of Florida at Large

 Patricia C. Glasheen
My Commission CC699888
Expires December 2, 2001

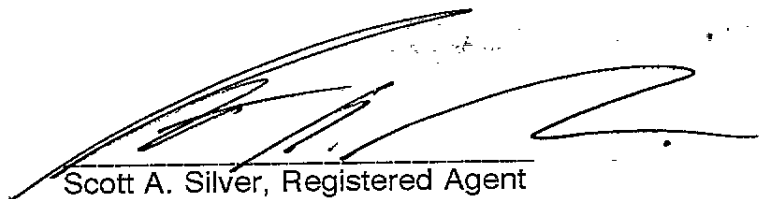
**CERTIFICATE OF RESIDENT AGENT
OF
MARATHON HOLDING INC.**

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That Marathon Holding, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates Scott A. Silver, whose address is 1110 Brickell Avenue, Penthouse One, Miami, Florida 33131, as its registered agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Scott A. Silver, Registered Agent

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