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RICHARD S. RACHLIN\*  
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VIA FEDERAL EXPRESS

July 17, 1998

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-07/20/98--01120--007  
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Florida Department of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, FL 32301

RE: Fairchild Marine Sales & Storage Corp.  
Our File No.: 2100

Dear Sir or Madam:

Enclosed please find check number 2763 in the amount of \$122.50 with the original and one copy of the Articles of Incorporation for Fairchild Marine Sales & Storage Corp.

Please return the certified copy of said articles to our office.

Thank you. If you have any questions, please feel free to call me.

Sincerely yours,



Ana M. Stalker, Paralegal

Enclosures

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98 JUL 20 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 7/22/98

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

FAIRCHILD MARINE SALES & STORAGE CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FAIRCHILD MARINE SALES & STORAGE CORP.

The address of the principal office of this corporation shall be 716 North AlA, Jupiter, Florida 33477, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the registered office of the corporation shall be 716 North AlA, Jupiter, FL 33477, and the name of the registered agent at that address is Sylvia Smith.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

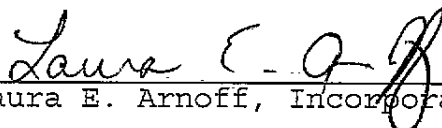
Sylvia Smith                      716 North A1A  
Jupiter, FL 33477

ARTICLE VII - NAME OF INCORPORATOR

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

Laura E. Arnoff, Esquire  
712 U.S. Highway One, Suite 400  
North Palm Beach, FL 33408

The undersigned incorporator has executed these Articles of Incorporation on July 14, 1998.

  
\_\_\_\_\_  
Laura E. Arnoff, Incorporator

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

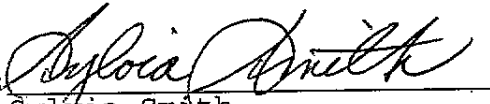
Sylvia Smith, an individual residing in this state having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

FAIRCHILD MARINE SALES & STORAGE CORP.

Sylvia Smith is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Date: July 14, 1998

By:

  
Sylvia Smith

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA