

P98000084180

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

Q. S. Marine Enterprises,
Inc.

000002652050--2
-09/30/98--01026--022
*****70.00 *****70.00

☒ Art of Inc. File _____
☐ 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 _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 30 AM 11:49

RECEIVED
98 SEP 30 AM 9:50
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CEJ

Name _____

Date 9/30

Time 8:30

Walk-In _____

Will Pick Up _____

R. Purinton SEP 30 1998

**ARTICLES OF INCORPORATION
OF
Q.S. MARINE ENTERPRISES, INC.**

ARTICLE I

Name and Address

The name of this corporation is Q.S. MARINE ENTERPRISES, INC. whose place of business is located at 1301 Alameda Avenue, Clearwater, FL 33759.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares at one-dollar(\$1.00) par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of this corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 30 AM 11:49

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation, for cash of any new stock of this corporation shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent

The name of the initial registered agent of this corporation is Robert C. Dickinson III, and the address of the initial registered office of this corporation is 31640 U.S. 19 No., Suite 4, Palm Harbor, Florida 34684.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have one (1) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Gil Hoeflich	1301 Alameda Avenue Clearwater, FL 33759	President, Secretary, Director

ARTICLE VIII

Incorporators

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

<u>Name</u>	<u>Address</u>	
Gil Hoeflich	1301 Alameda Avenue Clearwater, FL 33759	President, Secretary, Director

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one percent, (51%), of the issued shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

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

ARTICLE XIV

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of September, 1998.



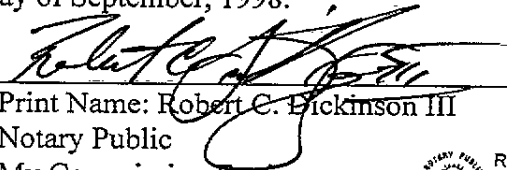
GIL HOEFlich, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in this State and County set forth above, personally appeared Gil Hoeflich, to be the person who executed the

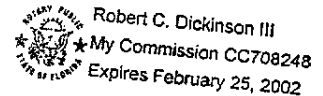
foregoing Articles of Incorporation who is personally known to me or who has produced
Fla. P. Lic. as identification and who did take an oath and he acknowledged before
me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,
in the State and County aforesaid, this 24th day of September, 1998.


Print Name: Robert C. Dickinson III

Notary Public

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept services for process for Q.S. Marine Enterprises, Inc. at the
place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply
with the provisions of the Florida Corporation Act relative to keeping open said office.


ROBERT C. DICKINSON III

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 30 AM 11:49