

P98000086342

141 Waterman Avenue
Mt. Dora, FL 32757
October 5, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-10/07/98--01082--005
****122.50 *****78.75

To Whom It May Concern:

I enclose the Articles of Incorporation for DOLPHIN MOTORS, INC.,
along with a certificate naming agent upon whom process may be served.

Thank you for your help in this matter. I may be contacted at:

141 Waterman Avenue
Mt. Dora, FL 32757
Phone: 352-735-1900
Fax: 352-735-1122

Sincerely,



William E. Compton

WEC/bg

Enc.

FILED
98 OCT -7 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-10/8/98

ARTICLES OF INCORPORATION

OF

DOLPHIN MOTORS, INC.

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

ARTICLE I - CORPORATE NAME

The name of the corporation is:

DOLPHIN MOTORS, INC.

ARTICLE II - DURATION

This corporation is to have perpetual existence. Corporate existence shall commence effective with the filing of these Articles with the Secretary of State of Florida.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is 100 shares of the par value of one dollar (\$1.00) each.

ARTICLE V - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing street address of this Corporation is:

Principal Office c/o William E. Compton
111 S. Bay St.
Eustis, FL 32726

Mailing Address c/o William E. Compton
2900 Kurt St.
Eustis, FL 32726

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ARTICLE VI - INITIAL REGISTERED AGENT

The name and street address of the Initial Registered Agent of this Corporation is the same as the principal office and mailing address:

William E. Compton
141 Waterman Avenue
Mt. Dora, FL 32757

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of the corporation is follows:

William E. Compton
141 Waterman Avenue
Mt. Dora, FL 32757

ARTICLE VIII - INCORPORATORS

The name and address of the incorporator to this Articles of Incorporation is:

William E. Compton
141 Waterman Avenue
Mt. Dora, FL 32757

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5st day of October, 1998.

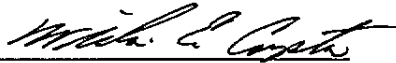


CERTIFICATE NAMING AGENT UPON WHO PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That **Dolphin Motors, Inc.**, a corporation duly organized and existing under the laws of the State of Florida, has named William E. Compton as its Registered Agent, located at 141 Waterman Avenue, Mount Dora, FL 32757, as its agent to accept service of process within Florida.

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 all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.



William E. Compton
Incorporator / Registered Agent

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TALLAHASSEE, FLORIDA