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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Fineline Marine Inc

FILED
98 OCT 23 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FL 32301

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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REGISTRATION/QUALIFICATION	
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Ordered By: _____

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T. SMITH OCT 27 1998

ARTICLES OF INCORPORATION
OF
FINELINE MARINE, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is FINELINE MARINE, INC.

ARTICLE II

Duration

The period of existence of the corporation is perpetual.

ARTICLE III

Principal Office and Mailing Address

The principal place of business of the corporation is at 4795 Highway 60 West, Mulberry, Florida 33860. The mailing address of the corporation is the same.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office is at 4795 Highway 60 West, Mulberry, Florida 33860. The name of the initial registered agent at that address is Loye J. Futch.

ARTICLE V

Purpose

The general nature of the business to be transacted by this corporation, shall be:

(a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

(b) To acquire by purchase or otherwise, to own and possess any real or personal property, of any kind or nature, wheresoever situated, and any interest in or right appertaining to any such property; to hold, use, improve, develop, deal in and operate any such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or interest therein, or right thereto, or any part thereof; to build, erect, construct, maintain, improve, rebuild, enlarge, or alter buildings or other improvements, or any of such property or any part hereof; to sell, lease, mortgage, pledge, or otherwise, dispose of all or any part of such property, or any rights of interest therein or thereto appertaining; and, generally, to deal with an act in relation to such property in any an every way.

(c) To buy, sell, manufacture, import, export, prepare,

(c) To buy, sell, manufacture, import, export, prepare, alter, exchange, let for hire and deal in and with all kinds of articles and things which may be required for the purpose of any of the business of the corporation, or commonly applied to or by, or dealt in or with, by persons engaged in any of said businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(d) To borrow or raise money for any of it's purposes without limit as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences or indebtednesses, of any nature and in manner, whether secured or unsecured, for monies borrowed; or, in payment of property acquired; or, for any of the objects or purposes of the corporation; and, to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed indenture, agreement, instrument of trust, lien upon, assignment of or agreement in respect of, all or any part of the property, real or personal, or the corporation, or all of any of it's rights of interest therein, wheresoever situated, and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of the corporation for its corporate purposes.

(e) To engage in any other business, or do any and all acts and things incident to, or which the Board of Directors may be deemed necessary to, the carrying out of the success of any business outlined above; to engage in any and every lawful business whatsoever, whether herein mentioned or not.

ARTICLE VI

Authorized Shares

The corporation is authorized to issue One Thousand (1,000) shares of common stock having par value of \$1.00 per a share.

ARTICLE VII

Directors

The initial board of directors shall consist of two (2) members. The name(s) and address(es) of the first board of directors is:

Names

Addresses

Loye J. Futch

4795 Highway 60 West
Mulberry, FL 33860

Michael H. Hornsby

4795 Highway 60 West
Mulberry, FL 33860

ARTICLE VIII

Incorporator

The name and address of the incorporator is:

Names

Addresses

Loye J. Futch

4795 Highway 60 West
Mulberry, Florida 33860

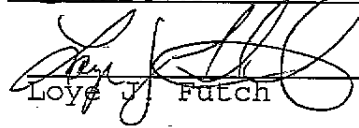
ARTICLE IX

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X

This corporation shall have power to conduct business in any state or foreign country and to maintain offices there subject to the laws of such jurisdiction.

IN WITNESS WHEREOF, I have executed these articles of incorporation this 26th day of October, 1998.

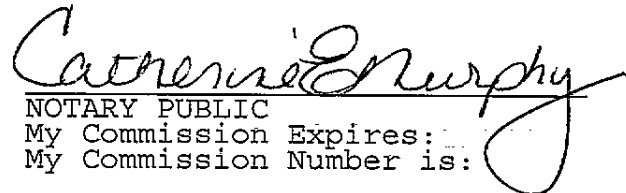

Loye J. Futch

STATE OF FLORIDA

COUNTY OF POLK

Personally appeared before me, the undersigned authority, this day LOYE J. FUTCH is personally known to me and who executed the above freely and voluntarily for the purposes therein expressed.

October Subscribed and sworn to before me on this 26th day of October, 1998.


NOTARY PUBLIC
My Commission Expires:
My Commission Number is:



CATHERINE E. MURPHY
COMMISSION # CC623804
EXPIRES FEB 23, 2001
BONDED THROUGH
ATLANTIC BONDING CO., INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Addresses of the Officers and Directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, That, FINELINE MARINE, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, and State of Florida, HAS named LOYE J. FUTCH, located at 4795 Highway 60 West, Mulberry, Florida 33860, as its agent to accept service of process within the state.

OFFICERS:	TITLE NAME:	SPECIFIC ADDRESS:
Loye J. Futch	President/Director	4795 Highway 60 West Mulberry, FL 33860
Michael H. Hornsby	Vice-President/ Director	4795 Highway 60 West Mulberry, FL 33860
Christy Wessel	Secretary/Treasurer	4795 Highway 60 West Mulberry, FL 33860

By: 
Loye J. Futch
Registered Agent

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at 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.

By: 
Loye J. Futch
Registered Agent

It is necessary to file this Certificate within thirty days after filing Certificate of Incorporation, as to domestic corporations and within thirty days after issuance of permit to foreign corporations and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.

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