

P98000107874

GORDON W. SMITH
6497 Stirling Road
Davie, FL 33314

EFFECTIVE DATE
1/15/99

December 24, 1998

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: The Marine Parts Depot, Inc.

600002723086--5
-12/28/98--01059--025
*****78.75 *****78.75

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Incorporation for The Marine Parts Depot, Inc., Acceptance of the Registered Agent, along with money order # 32123 in the amount of \$78.75 in payment of the following fees:

| | |
|------------------------------|----------|
| Filing Fees | \$ 35.00 |
| Registered Agent Designation | 35.00 |
| Certified Copy | 8.75 |
| Total | 78.75 |

Kindly file / record the original and return the certified copy to me at the above address.

Sincerely,



Gordon W. Smith

FILED
98 DEC 28 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-12/30/98

EFFECTIVE DATE
1/15/99

**ARTICLES OF INCORPORATION
OF
THE MARINE PARTS DEPOT, INC.**

The undersigned Incorporator does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a corporation under Florida Statutes Chapter 607 (1990) known as the Florida Business Corporation Act and as amended.

**ARTICLE I
NAME AND ADDRESS OF CORPORATION**

The name of the corporation shall be THE MARINE PARTS DEPOT, INC. and it's initial address shall be 8970 Lake Park Circle N. Davie, FL 33328.

**ARTICLE II
COMMENCEMENT AND LENGTH OF CORPORATION**

The corporation shall commence it's corporate existence on January 15, 1999 and it's existence shall be perpetual.

**ARTICLE III
PURPOSE OF CORPORATION**

The corporation shall primarily be engaged in the sale of marine and freshwater boats, boat parts, engines, component parts, equipment, accessories and ancillary services, and any other lawful purpose in which corporations may engage under Fla. Stat. Chapter 607 (1990) and as may be subsequently amended.

**ARTICLE IV
AUTHORIZED NUMBER OF SHARES**

The corporation is authorized to issue a total 1,500 shares of Common Stock with a \$1.00 par value per share and the consideration of a minimum of 100 shares must be received by the corporation in order to commence business.

FILED
98 DEC 28 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE V
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial Registered Office of this corporation is 8970 Lake Park Circle N, Davie, FL 33328 and the initial Registered Agent of this corporation is Benjamin F. Sterchi.

**ARTICLE VI
BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of not less than one (1) director nor more than five (5) directors.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

One director shall constitute the initial Board of Directors and the name and address of the initial member of the Board of Directors is as follows:

Benjamin F. Sterchi
8970 Lake Park Circle N.
Davie, FL 33328

**ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR**


The name and street address of the person signing these Articles of Incorporation is:

Benjamin F. Sterchi
8970 Lake Park Circle N.
Davie, FL 33328

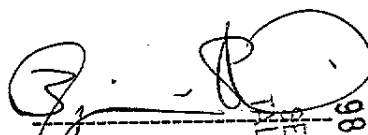
**ARTICLE IX
POWERS**

This corporation shall have all the powers to transact business granted under Chapter 607 (1990) of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 23rd day of Dec. 1998


Benjamin F. Sterchi

The undersigned, named as Registered Agent in Article V of these Articles of Incorporation, **HEREBY ACCEPTS** the appointment as such Registered Agent, and acknowledges that ~~he~~ is familiar with, and accepts the obligations imposed upon Registered Agents under the Florida General Corporation Act, specifically Florida Statutes Section 607.0501.

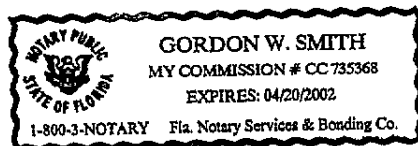

Benjamin F. Sterchi
98 DEC 28 PM 12:10
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

Before me, an Officer duly authorised to take acknowledgements in the State and County named above, personally appeared BENJAMIN STERCHI to me known to be the person described as the Incorporator in, and who executed, the foregoing Articles of Incorporation and who acknowledged that ~~he~~ executed the foregoing Articles of Incorporation for the purpose stated therein.

WITNESS my hand and official seal in the county and State named above this 23 day of December, 1998

My Commission Expires:





Notary Public
State of Florida at large