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LAW OFFICE OF
THEODORE K. EGNER

January 25, 1999

3067 EAST COMMERCIAL BLVD.
FORT LAUDERDALE, FLORIDA 33308
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REAL PROPERTY LAW
TRIAL PRACTICE
ESTATES AND ESTATE PLANNING

Domestic Charter Section
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, Florida 32314

300002755903-5
-01/27/99-01019-013-5
*****78.75 *****78.75

Re: **MELANSON'S PRO 3 MARINE, INC.**

Gentlemen:

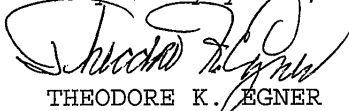
Enclosed are the following in connection with the above proposed new Florida corporation:

1. Original and copy of Articles of Incorporation;
2. Registered Agent Certificate;
3. Filing Fee Check _\$78.75.

Please issue a charter for this proposed new organization, and send documents to me at my above address.

Thank you for your help in this matter.

Very truly yours,


THEODORE K. EGNER
TKE: jv
Encls.
Check Encls.

FILED
99 JAN 27 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK FEB 1 1999

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99 JAN 27 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MELANSON'S PRO 3 MARINE, INC.

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation, organized under the laws of the State of Florida, by and under the provisions of the Laws of said State, providing to and for the formation, liabilities, privileges and immunities of a corporation for profit.

FIRST: The name of the corporation shall be:

MELANSON'S PRO 3 MARINE, INC.

and its business shall be carried on in Broward County, Florida and also within and without the State of Florida and in the United States of America and foreign countries, as may from time to time be deemed desirable or expedient.

SECOND: The principal place of business of the corporation shall be in Broward County, Florida, at

2521 NORTH DIXIE HIGHWAY

POMPANO BEACH, FLORIDA 33064

THIRD: The general nature of business and objects and purposes proposed to be transacted, promoted or carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

1. Complete marine services company, including sales, purchasing, brokering, etc.

2. To maintain offices in connection with said business and to build or construct buildings in connection with its business.

3. In general, to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its properties.

4. To acquire or undertake all or any part of the business assets and liabilities of any person, firm or association or corporation.

5. To maintain houses or agencies to conduct this business or any part thereof, to purchase, lease or otherwise acquire, hold, mortgage, convey and assign real or personal property, and to do all or any of the acts herein set forth outside the State of Florida as well as within the said State.

6. To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever.

7. To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

8. To buy, sell, manufacture, repair, alter and exchange. let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any kind of business, or commonly supplied or dealt in by persons engaged in any business, or which may seem capable of being profitably dealt with, in connection with any business.

9. To guarantee, to acquire by purchase, subscription or otherwise, hold for investment, or otherwise, sell assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state of government, domestic or foreign; and while the owner of any such stocks or bonds, securities or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as same may be permitted in the case of corporations organized under the General

Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection improvement, or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

10. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic and foreign.

11. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

12. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage, or otherwise dispose of, letters of patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

13. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights,

privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article IV hereof.

14. To acquire by purchase, subscription or otherwise and to hold for investment, and to own, hold, sell, vote and handle, shares of stock in other corporations.

15. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restrictions as to place or amount.

16. To hold any meetings of the Stockholders or Directors of the corporation within or without the State of Florida at such places as the By-Laws or the Board of Directors may designate, and to keep the books and records of the corporation outside of the State of Florida, unless otherwise required by law.

17. To have full power and authority to enter into contracts or arrangements with any governmental authority, National, State, County, Municipal, or otherwise, conducive to any of the purposes of the corporation.

18. To purchase or otherwise acquire, hold and reissue the shares of its capital stock, subject to the provisions of all applicable law, and any arrangements or restrictions pertinent thereto.

19. To make By-Laws not inconsistent with the Constitution or Laws of the United States or of the State of Florida or with these

Articles of Incorporation.

20. To do each and every other thing necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendments thereof, necessary or incidental to the protection and benefit of the corporation as principal, agent, director, trustee, or otherwise and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any amendments thereof.

(The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.)

FOURTH: The maximum number of shares which this corporation is authorized to have outstanding at any time shall be:

500 SHARES OF COMMON STOCK WITH A PAR

VALUE OF \$1.00 (ONE DOLLAR) PER SHARE.

The stock of this corporation shall be issued pursuant to Section 1244 of the Internal Revenue Code of 1954, as amended.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property to be fixed by the Directors of the corporation. Stock in other corporations

or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the corporation may decide.

FIFTH: The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED AND NO/100 DOLLARS.

SIXTH: The corporation shall have perpetual existence.

SEVENTH: The names and post office addresses of the subscribers of capital stock of the corporation, and the number of shares of capital stock each agrees to take, are:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>ADDRESS</u>
LEO G. MELANSON	1	2521 N. Dixie Hwy. Pompano Beach, FL 33064
KEITH J. MELANSON	1	2521 N. Dixie Hwy. Pompano Beach, FL 33064

EIGHTH: The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article VII hereof to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the Laws of the State of Florida, and the execution of the necessary instruments of assignment.

NINTH: The number of Directors of the Corporation may be increased or decreased to not less than **one (1)** as may be provided by the By-Laws. The By-Laws may prescribe the number of Directors necessary to constitute a quorum of the Board of Directors, which number may be less than the majority of the whole Board of Directors. In case of vacancy in the Board of Directors through death, resignation, disqualification or other cause, such vacancy shall be filled for the unexpired term by the affirmative vote of

a majority of the remaining Directors. In case of any increase of the number of Directors, the additional Directors shall be elected by the affirmative vote of a majority of the Directors then in office.

In furtherance and not in limitation of the powers conferred by statute the Board of Directors is expressly authorized:

(a) To make, alter, amend, or repeal the By-Laws of the Corporation, subject to the provisions of said By-Laws, if any, adopted by the Stockholders, and to all applicable laws.

(b) If the By-Laws so provided, to designate by resolution two or more of their number to constitute an Executive Committee, which Committee, to the extent provided in the resolution or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business, affairs and property of the Corporation during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

(c) To determine, from time to time, whether and to what extent and at which times and places and under what conditions and regulations the accounts and books of the Corporation (other than the stock ledger) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or documents of the Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Directors.

(d) To fix the amount to be reserved as working capital and to authorize, and cause to be executed, mortgage liens upon the property and franchises of the corporation.

TENTH: The names and post office addresses of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are chosen, are:

<u>NAME</u>	<u>ADDRESS</u>
LEO G. MELANSON	2521 North Dixie Highway Pompano Beach, FL 33064
KEITH J. MELANSON	2521 North Dixie Highway Pompano Beach, FL 33064

ELEVENTH: The corporation may, by resolution at any meeting of its Board of Directors, sell, lease, or exchange all of its property and assets, including its good will, and its corporate franchise or any property or assets essential to its corporate business, upon such terms and conditions, either for cash , for the securities of any other corporation or corporations, or for such other consideration as its Board of Directors may deem expedient and for the best interests of the corporation when and as authorized by the affirmative vote of the holders of record of at least a two-thirds of the stock of each class issued and outstanding given at a stockholders' meeting called for that purpose, or when authorized by the written consent of the holders of record of at least two-thirds of the stock of each class issued and outstanding.

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or is a Director or officer or are the Directors or officers of such other corporation, and any Director or Directors, individually or jointly may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm, or corporation in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of this corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person or persons who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be anywise interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation

and any subsidiary or controlled company without regard to the fact that he is also a Director of such subsidiary or controlled company.

TWELFTH: The business of said corporation shall be conducted by its Board of Directors and by the following officers, to-wit: President, and Secretary/Treasurer; provided, that the same person may hold the offices of President and Treasurer, President and Secretary, President and Assistant Secretary, Secretary and Treasurer, Vice President and Treasurer, and Vice-President and Secretary.

The members of the Board of Directors shall be elected at the annual meeting of the stockholders of the corporation, as scheduled in the By-Laws of the corporation, and the officers shall be elected by the members of the said Board of Directors.

The names and address of the initial officers of the corporation, who shall hold their respective offices until the first annual election of officers, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
KEITH J. MELANSON	2521 N. Dixie Highway Pompano Beach, FL 33064	President
LEO G. MELANSON	2521 N. Dixie Highway Pompano Beach, FL 33064	Secretary/ Treasurer

THIRTEENTH: The highest amount of indebtedness or liability to which this corporation can at any time subject itself shall be unlimited.

FOURTEENTH: Cumulative voting may be permitted by the terms of the by-laws of the corporation.

FIFTEENTH: The name and address of the Registered Agent of the corporation will be:

THEODORE K. EGNER
3067 East Commercial Blvd.
Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals and acknowledged to be filed in the office of the Secretary of State of the State of Florida, the foregoing Articles of Incorporation, this 23 day of January, 1999, ~~November, 1998.~~

Keith J. Melanson (SEAL)
Leo J. Melanson (SEAL)
____ (SEAL)
____ (SEAL)

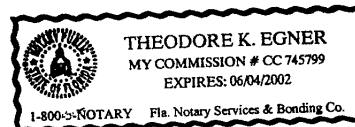
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared LEO G. MELANSON and KEITH J. MELANSON, known to me to be the same, who, after being duly sworn, deposed and said that they executed the foregoing freely and voluntarily and for the purposes therein expressed.

1/23/99
DATE

Theodore K. Egner
NOTARY PUBLIC, STATE OF FLORIDA

10.



a:artinc#1



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.081, Florida Statutes, the
following is submitted in compliance with the said Act:

FIRST - That MELANSON'S PRO 3 MARINE, INC., desiring to organize
under the laws of the State of Florida with its principal place of
business as indicated in the Articles of Incorporation in the City
of Pompano Beach, County of Broward and State of Florida, has named
**THEODORE K. EGNER, 3067 East Commercial Blvd., Fort Lauderdale,
Florida 33308**, to act as its agent for the service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named
corporation, in the place designated in this certificate, I hereby
accept to act in this capacity, and I am familiar with the duties
and responsibilities of a registered agent, and I agree to comply
with the provisions of said Act relative to keeping open said
office.

1/23/99
Date

By 
REGISTERED AGENT

A:REGAGENT

FILED
99 JAN 27 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA