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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 727 559-8505
FACSIMILE 585-9184

March 8, 1999

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

TRANSMITTAL LETTER

SUBJECT: U.S. PERFORMANCE MARINE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate of Status.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

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*****78.75 *****78.75

Sincerely,



Barbara S. Hicks

FILED
99 MAR 15 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROOK MAR 22 1999

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **U.S. Performance Marine, Inc.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**1602 53rd Street S.
Gulfport, Florida 33707**

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**Craig Myles
1602 53rd Street S.
Gulfport, FL 33707
727/ 547-1868**

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TALLAHASSEE, FLORIDA**

ARTICLE V
INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are:

Craig Myles
Director

1602 53rd Street S.
Gulfport, FL 33707

The undersigned incorporators have executed these Articles of Incorporation this 10th day of March , 1999.



CRAIG MYLES
Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: U.S. PERFORMANCE MARINE, INC.
2. The name and address of the registered agent and office is:

CRAIG MYLES
1602 53rd Street S.
Gulfport, Florida 33707
727/ 547-1868

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


CRAIG MYLES

This 10th day of March, 1999.

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TALLAHASSEE, FLORIDA