

PATRICK VIVIES CPA, PA
CERTIFIED PUBLIC ACCOUNTANT

700 E. DANIA BEACH BLVD.
SUITE 202
DANIA, FL 33004

Phone: (954) 929-4475
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99000030521

March 31, 1999

Department of State
Division of corporations
409 E. Gaines Street
Tallahassee, FL 32399

Attn: Doris Brown

Re: Incorporation of Amerex, Inc.
Marine Power Corp.
Buy As Is Corp

300002828213--2
-04/02/99--01075--023
****122.50 *****78.75

Dear Ms. Brown

Please find enclosed the articles of incorporation of Amerex Inc, Marine Power Corp and Buy As Is Corp. Also enclosed Threechecks \$ 122.50 for the incorporation and a certified copy of the articles.

Thank you for your help on this matter.

Sincerely,



Patrick Vivies CPA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR - 2 PM 12: 56

D. BROWN APR - 2 1999

ARTICLES OF INCORPORATION
OF
MARINE POWER CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -2 PM 12:56

The undersigned incorporator, for the purposes 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 Marine Power Corp. "Corporation".

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation is 700 E. Dania Beach Blvd. Suite 202 Dania, FL 33004

ARTICLE III CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock, par value \$ 1.00 per share.

ARTICLE IV PURPOSE

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Prepared by:
Patrick Vivies CPA, PA
700 E. Dania Beach Blvd. Suite 202
Dania, FL 33004
(954) 929-4475

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Patrick Vivies, 700 E. Dania Beach Blvd. Suite 202 Dania, FL 33004

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation is:

Patrick Vivies
700 E. Dania Beach Blvd.
Suite 202
Dania, FL 33004

The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the initial Director and President is Alain Mabru, Address: 6875 NW 66Th Way, Parkland, FL 33067

The undersigned has executed these Articles of Incorporation this 31St day of March 1999



Patrick Vivies, Incorporator

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 APR -2 PM 12:56

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named to accept service of process for Corporation, at the place designated in its Articles of Incorporation, I agree to act in this capacity and to comply with the provisions of Section 607.0505 of the Florida Statutes.

Dated: March 31, 1999



PATRICK VIVIES
Registered Agent