

DIVERSIFIED MARINE ELECTRONICS

2403 54TH Ave. East
Bradenton, FL 34203
(941) 727-4808

P 99000053451

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

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

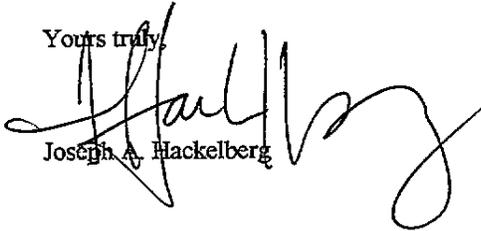
June 2, 1999

RE: Incorporation of Diversified Marine Electronics

To whom it may concern,

Please file the enclosed Articles of Incorporation for Diversified Marine Electronics. You will also file a \$78.75 check for the returned registered copy of same.

Yours truly,


Joseph A. Hackelberg

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Incorporation
Of
DIVERSIFIED MARINE ELECTRONICS, INCORPORATED

ARTICLE 1

Name and Duration

The name of the corporation is DIVERSIFIED MARINE ELECTRONICS, INCORPORATED. The duration of the corporation is perpetual. The effective date upon which this corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 2403 54TH Avenue East, in the city of Bradenton, Florida 34203.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2403 54TH Avenue East, in the city of Bradenton, County of Manatee. The name of the registered agent at such address is Joseph Allen Hackelberg.

ARTICLE IV

Corporate Purpose, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

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TALLAHASSEE, FLORIDA

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the corporation has the authority to issue is 7,500 shares of Common Stock ("Common Stock") \$1.00 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name	Address
Joseph Allen Hackelberg	2403 54 TH Avenue East Bradenton, Florida 34203

ARTICLE V

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

Name	Address
Joseph Allen Hackelberg	2403 54 TH Avenue East Bradenton, Florida 34203
Shaun Marie Hackelberg	2403 54 TH Avenue East Bradenton, Florida 34203

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend, or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such a bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That DIVERSIFIED MARINE ELECTRONICS, INCORPORATED, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Bradenton, County of Manatee, State of Florida, has named Gary Michael Phillips, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with '607.0501, Florida Statutes.


Joseph Allen Hackelberg

DATED: 6/4, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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