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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MARINE FLEA MARKET AUTION, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

MARINE FLEA MARKET AUCTION, INC.

These Articles are in compliance with Chapter 607, F.S.

Article I

The name of this corporation shall be:

MARINE FLEA MARKET AUCTION, INC.

Article II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

Article III

The principal place of business and mailing address of this corporation shall be: 3325 GRIFFIN ROAD #285
FT. LAUDERDALE, FL 33312

Article IV

The general nature of business of this corporation is to transact any and all lawful business.

Article V

The number of shares which this corporation shall have authority to issue is 100 shares, having an individual par value of \$1.00

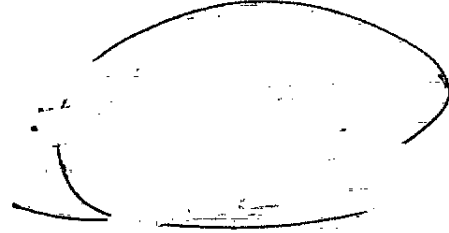
Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Article VI

The name and street address of the initial Registered Agent of this corporation shall be: JAMES SILVESTRI
3325 GRIFFIN ROAD #285
FT. LAUDERDALE, FL 33312

PREPARED BY: RAY STORMONT, EMPIRE CORPORATE KIT COMPANY,
1492 WEST FLAGLER STREET, #200, MIAMI, FL 33135, (305) 541-3694

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Article VII

The initial board of Directors shall consist of a total of 4 person(s) and the name and address of the person(s) who are to serve as an initial director(s)

JAMES SILVESTRI
PRES./DIR.

3325 GRIFFIN ROAD #285
FT. LAUDERDALE, FL 33312

GINA L. SILVESTRI
TREAS./VICE-PRES./DIR.

3325 GRIFFIN ROAD #285
FT. LAUDERDALE, FL 33312

HAROLD J. KRAUSE
DIR.

3325 GRIFFIN ROAD #285
FT. LAUDERDALE, FL 33312

LOUISE BENNETT
DIR.

3325 GRIFFIN ROAD #285
FT. LAUDERDALE, FL 33312

Article VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 WEST FLAGLER STREET #200
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 23RD day of JUNE, 1999.

Ray Stormont

Incorporator
Ray Stormont, President
Signing for
Empire Corporate Kit of America, Inc.

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**CERTIFICATE OF DESIGNATION
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.

First that MARINE FLEA MARKET AUCTION, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of
incorporation has named JAMES SILVESTRI
(Name of Registered Agent)
located at 3325 GRIFFIN ROAD #285
City of FT. LAUDERDALE County of BROWARD
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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.

REGISTERED

Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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