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TRANSMITTAL LETTER

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

200002929162-0
-07/12/99-01/26-015
*****70.00 *****70.00

SUBJECT: LEESBURG MARINE REPAIR, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office and a Money Order in the amount of \$70.00.

FROM: MICHAEL C. BACKUS
815 HOOD AVE.
LEESBURG, Florida 34748

PHONE: (352) 787-5544

FILED
1999 JUL 12 AM 10:26
TALLAHASSEE, FLORIDA

Wendy Layton GAVE
AUTHORIZATION BY PHONE TO
CORRECT R.A. Address
DATE 07-19-99
DOC. EXAM. R. Purinton

R. Purinton JUL 19 1999

FILED

1999 JUL 12 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LEESBURG MARINE REPAIR, INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporators submit these articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE I

The name of the Corporation is: **LEESBURG MARINE REPAIR, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation is:

815 HOOD AVE
LEESBURG, FL 34748

ARTICLE III

Duration: The period of its duration is perpetual.

ARTICLE IV

Purpose: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including but not limited to; Boat engine repair, sales and service, Equipment sales and service, Trailer repair, Parts Retail, Engine repair and Etc.

ARTICLE V

Capital Stock: The corporation is authorized to issue one class of stock, that stock being three hundred (300) shares at One (\$1.00) Dollars per share, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE VI

Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

MICHAEL C. BACKUS
815 HOOD AVE.
LEESBURG, Florida 34748

ARTICLE VII

Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than ONE (1). The names and addresses of the initial directors of this corporation are:

	NAME	ADDRESS
Michael C. Backus	President/Treasurer	36401 Via Marcia, Fruitland Park, Florida 34731
Donna M. Backus	Vice President/Secretary	36401 Via Marcia, Fruitland Park, FL, 34731

ARTICLE VIII

Incorporators. The names and addresses of the Incorporators signing these Articles of Incorporation are:

	NAME
Michael C. Backus	36401 Via Marcia, Fruitland Park, Florida 34731
Donna M. Backus	36401 Via Marcia, Fruitland Park, Florida 34731

ARTICLE IX

Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these
Articles of Incorporation, this 9 day of July, 1999.

Amanda Nix

Jacki Z. Feroz

Amanda Nix

Jacki Z. Feroz

Michael C. Backus
MICHAEL C. BACKUS

Donna M. Backus
DONNA M. BACKUS

Witnesses as to all
incorporators signatures
and to Registered Agent
Signature

Michael C. Backus
REGISTERED AGENT

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

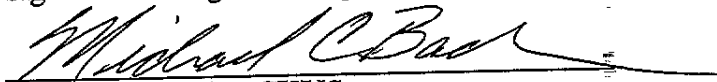
1. The name of the corporation is: LEESBURG MARINE REPAIR, INC.
2. The name and address of the registered agent and office is:

MICHAEL C. BACKUS
815 Hood Ave.
Leesburg, FL 34731
President/Treasurer
and Agent.

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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.

Signature of registered agent


MICHAEL C. BACKUS

Date of Signature: _____

7/9/99