

P99000080437

**American International Marine Corporation**

17120 Gulf Boulevard  
St. Petersburg, FL 33708

99 SEP -3 PM 2:09  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 2, 1999

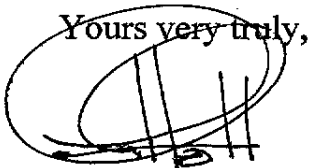
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

800002978358--8  
-09/03/99--01064--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: INCORPORATION OF AMERICAN INTERNATIONAL MARINE CORPORATION

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of American International Marine Corporation, together with a check for \$78.75 for filing fee, certified copy and Registered Agent Designation.

Yours very truly,



Carl M. Hall

Enclosures

D. BROWN SEP 10 1999

ARTICLES OF INCORPORATION  
OF  
AMERICAN INTERNATIONAL MARINE CORPORATION

FILED  
99 SEP -3 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CARL M. HALL, and KATHI HALL, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

AMERICAN INTERNATIONAL MARINE CORPORATION

ARTICLE II

DURATION

The duration of this corporation is perpetual.

ARTICLE III

PURPOSES

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

(1) To encourage in the general business of buying, selling, leasing, trading, chartering or otherwise dealing with yachts, ships, boats, and all other type of vessels whatsoever, both for its own account and for others; and, to engage in the repair, renovation, modification, rigging, outfitting and/or commissioning of said vessels; including without limitation, the design, development, manufacture, purchase, sale, option, lease, financing and/or otherwise dealing with furniture, fixtures, clothing, equipment, electronics, and accessories and any and all other item of personality, and/or any interests therein, both within and without the State of Florida, both for its own account and for others; and,

---

(2) To engage in any other lawful business enterprise, both within and without the State of Florida; and,

(3) To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein and to improve the property of the corporation, and to sell, lease, mortgage, rent, pledge, or otherwise dispose of the lands, tenements, hereditaments or other property of the corporation; and,

(4) To buy, sell, discount and rediscount notes, drafts, bills of exchange stocks, bonds, securities and chooses of action of all kinds, both as principal and as agent; to also buy and sell liens on real and personal property, and to lend money and accept as security therefore liens or pledges of real and personal property; to also act as agent or trustee of persons and corporations in any and all other matters which can be solicited, negotiated, operated and carried on by an agent; and,

(5) To purchase and sell for itself personal property, stocks, bonds, warrants, and notes; to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States, or subsequently belonging to the United Nations or qualified to do business in any other state or such nation; To purchase, hold, sell, and transfer shares of its own capital stock provided this corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote; and,

(6) To act as fiscal agent for others, to lend money on notes, bonds, mortgages and commercial securities of all kinds, and while the owner of stock in a corporation, to exercise all the rights of a stockholder therein, to borrow money and secure the payment of same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages, and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of others guaranteed by it; and,

(7) To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

(8) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder and to manufacture, sell and distribute at wholesale or retail all such articles covered by any such patents copyrights or trademarks.

(9) To apply and qualify to carry on the general nature of business or businesses as Authorized by this corporate charter and/or any amendments thereto in any state of the United States of America, and/or any foreign country.

(10) To do all and everything necessary and proper for the accomplishments of the objects enumerated in its; Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection, or any amendment thereof, or necessary or incidental to the protection or benefit of the corporation; and in addition to the specific powers herein enumerated, to have any and all rights, powers and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

#### ARTICLE IV

##### CAPITAL STOCK

The capital stock of the corporation shall be divided into 7,500 shares of common stock with a par value of \$1.00 per share; and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at a valuation to be fixed by the incorporators or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the corporation in the State of Florida is 17120 Gulf Boulevard, St. Petersburg, FL 33708, and the name of the Registered Agent of the corporation is Carl M. Hall, whose business address is the same as the Registered Office of the corporation.

ARTICLE VI  
DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

CARL M. HALL  
17120 Gulf Boulevard  
St. Petersburg, FL 33708

KATHI HALL  
17120 Gulf Boulevard  
St. Petersburg, FL 33708

A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. The directors may make or amend the By-laws. The meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

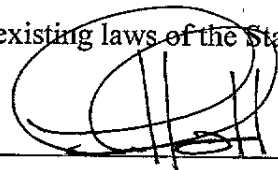
ARTICLE VII  
INCORPORATORS

The name and address of the incorporators are:

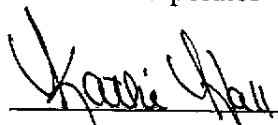
CARL M. HALL  
17120 Gulf Boulevard  
St. Petersburg, FL 33708

KATHI HALL  
17120 Gulf Boulevard  
St. Petersburg, FL 33708

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

  
\_\_\_\_\_(SEAL)

Carl M. Hall  
Incorporator

  
\_\_\_\_\_(SEAL)

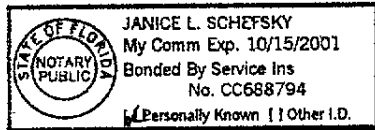
Kathi Hall  
Incorporator

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF HILLSBOROUGH    )

I HEREBY CERTIFY that before me, the undersigned officer, personally appeared CARL M. HALL and KATHI HALL, well known to be the persons described in and who executed the

foregoing Articles of Incorporation and they acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

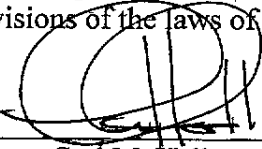
WITNESS my hand and official seal this 2nd day of September, 1999.



  
\_\_\_\_\_  
Notary Public, State of Florida, At Large

#### ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity and agree to comply with the provisions of the laws of the State of Florida.

  
\_\_\_\_\_  
Carl M. Hall  
Registered Agent

FILED  
99 SEP -3 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA