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LAW OFFICES
EDWARD A. HANNA, JR., P.A.

EMERALD VILLAGE PROFESSIONAL PLAZA
3864 SHERIDAN STREET
HOLLYWOOD, FLORIDA 33021-3634

ALSO ADMITTED FEDERAL,
PENNSYLVANIA AND
WASHINGTON, DC BARS

BROWARD: (954) 893-7030
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October 15, 1999

SECRETARY OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****367.50 *****78.75

IN RE: LAND AND SEA, INC.
FILE NUMBER: 98-091105-EAH/CIV.
FILE CODE: RED
CECN: LANDA-3211

Dear Sir/Madame:

Enclosed herewith find the original ARTICLES OF INCORPORATION and two (2) photocopies of same for the above corporation. We have also enclosed our check in the amount of: One Hundred and Twenty Two and Fifty Cents (\$122.50) Dollars to cover the filing fees for the above corporation.

Please file the said ARTICLES and return two (2) certified copies to us by return mail. A self-addressed, stamped envelope is enclosed herewith for your convenience.

Thank you for your prompt time and attention to this matter.

Yours Sincerely,

LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

BY: 
EDWARD A. HANNA, JR., ESQ.
EAH/lp
CC: CLIENT

FILED
1999 NOV - 1 AM 8 48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

LAND AND SEA, INC.

The undersigned hereby states, for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporation for profit, as follows:

ARTICLE I - NAME

The name of this corporation, (hereinafter referred to as the "Corporation") shall be:

LAND AND SEA, INC.

ARTICLE II - PURPOSE

This Corporation is organized for the purposes of:

- A. Establishment and management of marine products distributor corporation, and further,
- B. Provide comprehensive range of products for both retail and wholesale customers, and,
- C. Further, however, this Corporation is organized for the purpose of transacting any ~~or~~ all other lawful business activities.

The enumeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference, any powers, objects or purposes which this Corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said laws.

ARTICLE III - DURATION

This Corporation shall have perpetual existence, unless dissolved according to law, commencing on the date of the filing of these ARTICLES OF INCORPORATION with the Florida Department of State.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One-Thousand (1000) shares of stock, each having a par value One (\$1.00) Dollar per share; and to be fully paid in and non-assessable; all of which will be common stock and which shall be designated hereafter: "Common Shares;" and Six-Hundred (600) shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By-Laws of this Corporation and this Corporation may from time to time make, and all of said shares of stock subscribed to shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services rendered may be purchased or paid for with the common stock of this Corporation as a just valuation.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation shall be:

LAND AND SEA, INC.
Stirling Commerce Park
1206 Stirling Road, Suite #4B
Dania, Florida 33004

The name of the initial Registered Agent of this Corporation, located at the above said address, shall be:

DIEGO MARTIN

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time consistent with the By-Laws of this Corporation and the Shareholders Agreement. The name, address and departmental titles of the initial Directors, of this Corporation shall be:

DIEGO MARTIN, President & Chairman
PATRICE JOHNSON, Member of the Board
Stirling Commerce Park
1206 Stirling Road, Suite #4B
Dania, Florida 33004

ARTICLE IX - POWERS OF THE DIRECTORS

The Directors may exercise all powers held by this Corporation without limitation, not inconsistent with the laws of the State of Florida, and in particular, they may:

A. Determine upon what terms and conditions certificates of stock which have been lost or destroyed may be replaced or reissued.

B. Make By-Laws for the exercise of corporate powers, the management regulation and government of this Corporation's property and affairs, the transfer of stock and the calling and holding of meetings of its shareholders.

C. Appoint such officers and agents as the affairs of this Corporation shall require, and allow for suitable compensation.

D. Acquire by purchase, gift or other lawful mode, shares of its own capital stock and the capital stock of other corporations.

E. File a plan or any documents required by the Internal Revenue Service under Section 1244, pertaining to small business corporations or "Sub-Chapter S" in the event that the Directors feel it is in the best interests of this Corporation.

ARTICLE X - INCORPORATORS

The name and address of the person signing these Articles is:

NAME: PATRICE JOHNSON
ADDRESS: Stirling Commerce Park
1206 Stirling Road, Suite #4B
Dania, Florida 33004

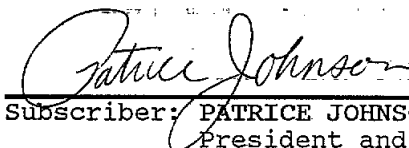
ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision or provisions contained and set forth in these ARTICLES OF INCORPORATION, or any Amendment hereto, and any right conferred upon any Shareholder or Shareholders is subject to this same said reservation.

ARTICLE XII - INITIAL CAPITAL INVESTMENT

The amount of initial investment capital with which this Corporation shall begin business operation One-Thousand and No Cents (\$1000.00) Dollars.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these ARTICLES OF INCORPORATION this 12th day of October, 1999.


Subscriber: PATRICE JOHNSON
President and Chief Executive Officer

CERTIFICATE RE:

NOTARIZED EXECUTION OF ARTICLES OF INCORPORATION

NAME OF CORPORATION:

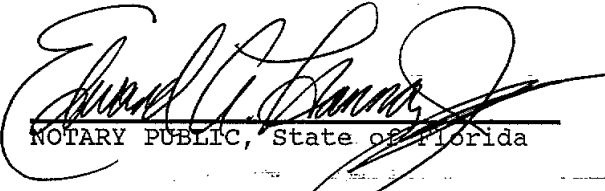
LAND AND SEA, INC.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

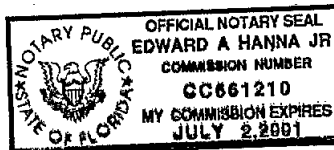
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared PATRICE JOHNSON, known to me to be the person who executed the foregoing ARTICLES OF INCORPORATION, and he/she acknowledged before me that he/she executed those same said ARTICLES OF INCORPORATION for:

LAND AND SEA, INC.
Stirling Commerce Park
1206 Stirling Road, Suite #4B
Dania, Florida 33004

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 12th day of October, 1999.


NOTARY PUBLIC, State of Florida

My Commission Expires:



This Document was prepared by:

THE LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

By: EDWARD A. HANNA, Jr., Esq.
Emerald Village Professional Plaza
3864 Sheridan Street
Hollywood, Florida 33021-3634
Telephone: (954) 893-7030
Telefax: (954) 962-8192

CERTIFICATE RE:

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SERVICE OF PROCESS
PLACE OF BUSINESS OR DOMICILE
and
REGISTERED AGENT

NAME OF CORPORATION:

LAND AND SEA, INC.
Stirling Commerce Park
1206 Stirling Road, Suite #4B
Dania, Florida 33004

THIS CERTIFICATE IS EXECUTED FOR THE PURPOSE OF DESIGNATING THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND FOR NAMING THE AGENT OF THIS CORPORATION, UPON WHOM PROCESS MAY BE LAWFULLY SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, THAT LAND AND SEA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT:

LAND AND SEA, INC.
Stirling Commerce Park
1206 Stirling Road, Suite #4B
Dania, Florida 33004

HAS NAMED: DIEGO MARTIN
LOCATED AT: Stirling Commerce Park
1206 Stirling Road, Suite #4B
Dania, Florida 33004

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


DIEGO MARTIN

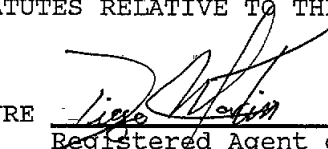
REGISTERED AGENT

TITLE

DATE 12th day of October, 1999.

SECOND, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE


Registered Agent of the Corporation

DATE: 12th day of October, 1999.

CERTIFICATE RE:

NOTARIZED EXECUTION OF SERVICE OF PROCESS CERTIFICATE

NAME OF CORPORATION:

LAND AND SEA, INC.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

FILED
1999 NOV -1 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public authorized to take
acknowledgments in the State and County set forth above,
personally appeared: DIEGO MARTIN, known to me to be the person
who executed the foregoing:

CERTIFICATE RE: SERVICE OF PROCESS

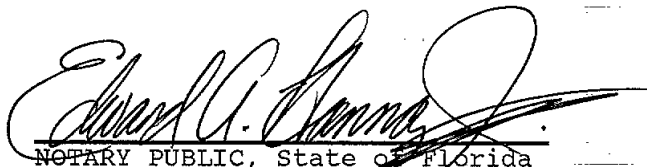
and he/she acknowledged before me that he/she executed the said

CERTIFICATE RE: SERVICE OF PROCESS, for:

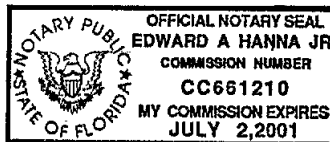
LAND AND SEA, INC.
Stirling Commerce Park
1206 Stirling Road, Suite #4B
Dania, Florida 33004

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the State and County aforesaid,

this 12th day of October, 1999.


NOTARY PUBLIC, State of Florida

My Commission Expires:



This Document was prepared by:

THE LAW OFFICES OF:
EDWARD A. HANNA, JR., P.A.

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