

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED

Apr 14 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	--

DOCUMENT # F96000002538 (4)

1. Corporation Name
BOSTON WHALER, INC.

Principal Place of Business
BRUNSWICK CORPORATION
1 N. FIELD CT.
LAKE FOREST IL 60045-4811

Mailing Address
BRUNSWICK CORPORATION
1 N. FIELD CT.
LAKE FOREST IL 60045-4811



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/21/1996	
21		26		4. FEI Number 36-4083000	Applied For Not Applicable
22 Suite, Apt. #, etc.		27 Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23 City & State		28 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24 Zip	25 Country	29 Zip	30 Country	6. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	


9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		10. Name and Address of New Registered Agent	
		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STONE, R.C.	1.2 NAME	
STREET ADDRESS	2600 SEA RAY BLVD	1.3 STREET ADDRESS	SEE ATTACHED LIST
CITY-ST-ZIP	KNOXVILLE TN	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHMITZ, MICHAEL D	2.2 NAME	
STREET ADDRESS	1 N. FIELD CT.	2.3 STREET ADDRESS	
CITY-ST-ZIP	LAKE FOREST IL	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MYERS, MICHAEL W	3.2 NAME	
STREET ADDRESS	4121 S US HWY #1	3.3 STREET ADDRESS	
CITY-ST-ZIP	EDGEWATER FL	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZELISKO, JUDITH P	4.2 NAME	
STREET ADDRESS	1 N. FIELD CT.	4.3 STREET ADDRESS	
CITY-ST-ZIP	LAKE FOREST IL 60045-4811	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARRINGTON, WILLIAM J	5.2 NAME	
STREET ADDRESS	2600 SEA RAY BLVD	5.3 STREET ADDRESS	
CITY-ST-ZIP	KNOXVILLE TN	5.4 CITY-ST-ZIP	
TITLE	<input checked="" type="checkbox"/> DELETE	6.1 TITLE	VICE PRESIDENT
NAME	CRONKHITE, J.A	6.2 NAME	STOECKER, G.W.
STREET ADDRESS	2600 SEA RAY BLVD	6.3 STREET ADDRESS	2600 SEA RAY BLVD.
CITY-ST-ZIP	KNOXVILLE TN	6.4 CITY-ST-ZIP	KNOXVILLE, TN 37914

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with my address.

SIGNATURE:  Judith P. Zelisko Asst. Vice President 4/8/98 (847) 735-4700

CP2E034 (10/97)

BOSTON WHALER, INC.**LIST OF OFFICERS AND DIRECTORS**

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
CHAIRMAN & PRESIDENT	WILLIAM J. BARRINGTON	2600 SEA RAY BLVD., KNOXVILLE, TN 37914
VICE PRESIDENT	G. W. STOECKER	2600 SEA RAY BLVD., KNOXVILLE, TN 37914
VICE PRESIDENT	MICHAEL W. MYERS	4121 S. U.S. HWY #1, EDGEWATER, FL 32141
ASST TREASURER	RICHARD S. O'BRIEN	1 N. FIELD CT., LAKE FOREST, IL. 60045-4811
ASST. VICE PRESIDENT	JUDITH P. ZELISKO	1 N. FIELD CT., LAKE FOREST, IL. 60045-4811
ASST. SECRETARY	MICHAEL D. SCHMITZ	1 N. FIELD CT., LAKE FOREST, IL. 60045-4811
TREASURER	R.C. STONE	2600 SEA RAY BLVD., KNOXVILLE, TN 37914
SECRETARY	H. DOUGLAS KITTS	2600 SEA RAY BLVD., KNOXVILLE, TN 37914
DIRECTOR	WILLIAM J. BARRINGTON	2600 SEA RAY BLVD., KNOXVILLE, TN 37914
DIRECTOR	RICHARD G. O'BRIEN	1 N. FIELD CT., LAKE FOREST, IL. 60045-4811
DIRECTOR	MICHAEL D. SCHMITZ	1 N. FIELD CT., LAKE FOREST, IL. 60045-4811