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ACCOUNT NO. : 072100000032
REFERENCE : 032801 5011226
AUTHORIZATION : Patricia Pizute
COST LIMIT : \$ 293.75

ORDER DATE : November 16, 1998
ORDER TIME : 2:55 PM
ORDER NO. : 032801-010
CUSTOMER NO: 5011226

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CUSTOMER: Ms. Christine M. Stram
GRAY HARRIS & ROBINSON
GRAY HARRIS & ROBINSON
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: SPECIALTY MARINE GROUP, L.C.

EFFECTIVE DATE:

 ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

Name Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
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ARTICLES OF ORGANIZATION OF SPECIALTY MARINE GROUP, L.C.

ARTICLE I - Name:

The name of this limited liability company is: SPECIALTY MARINE GROUP, L.C. ("Limited Liability Company")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1416 Intrepid Drive
Deland, Florida 32724

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual, unless dissolved in a manner provided by law, or as provided in the Regulations of the Limited Liability Company.

ARTICLE IV - Purpose:

The Limited Liability Company is organized for the purpose of manufacturing and selling boats and engaging in any other lawful activity.

ARTICLE V - Management:

The Limited Liability Company is to be managed by managers and the names and addresses of the initial managers who are to serve as managers until their successors are elected and qualified are:

Rob Shirley, 1416 Intrepid Drive, Deland, Florida 32724
Mike Shirley, 1416 Intrepid Drive, Deland, Florida 32724
Gary Mahler, 1416 Intrepid Drive, Deland, Florida 32724

ARTICLE VI - Adoption of Regulations

The Limited Liability Company shall adopt written Regulations which may contain any provisions for the regulation and management of the affairs of the Limited Liability Company as long as not in conflict with these Articles of Organization. The Regulations may be amended, altered, or repealed only by the managers of the Limited Liability Company as set forth in the Regulations.

ARTICLE VII - Classes of Membership

There shall be three (3) classes of membership interests in the Limited Liability Company, Class

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A voting, Class B investment non-voting, and Class C investment non-voting preferred. The classes and their voting and preference rights are defined in detail in the Regulations of the Limited Liability Company.

ARTICLE VIII - Admission of Additional Members and Restriction on Transfer

Additional members may be admitted only upon the unanimous written consent of all then existing Class A members. A member's interest in the Limited Liability Company is not subject to transfer, except as provided herein and in the Regulations of the Limited Liability Company. Class A members may transfer their Class A interests in the Limited Liability Company and an assignee of such interest may become a member only upon the unanimous written consent of all then existing Class A members. Class B or Class C members may transfer their Class B or Class C interests and an assignee of such interests may become a member only upon the majority vote of then existing Class A members and the majority vote of the interests of the class of which a transfer and assignment is sought.

ARTICLE IX - Members' Right to Continue Business:

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company the remaining members of the Limited Liability Company shall have the right to continue the business upon a majority vote of the remaining then existing Class A members.

ARTICLE X - Affidavit of Membership and Contributions

The undersigned member of SPECIALTY MARINE GROUP, L.C.

- | | | |
|----|--|-----------------|
| 1. | The above named Limited Liability Company has at least one member; | |
| 2. | The total amount of cash contributed by the members is | \$ 300,000.00 |
| 3. | If any, the agreed value of property other than cash contributed by member is, and | \$ 0.00 |
| 4. | The amount of cash and property anticipated to be contributed by the members is | \$ 6,000,000.00 |
| 5. | The total amount of 2, 3, and 4 above is | \$ 6,300,000.00 |

ARTICLE XI - Initial Registered Agent and Office

The initial registered agent for the Limited Liability Company shall be Mike Shirley, and the street address of the Limited Liability Company's initial registered office is 1416 Intrepid Drive, Deland, Florida 32724.

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98 NOV 16 AM 8:29

ARTICLE XII - Amendment

These articles may be amended only by the unanimous written consent of all then existing Class A members.

Mike Shirley

Mike Shirley, Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of November, 1998, by Mike Shirley.

Christine M. Strom
Signature of Notary Public

Christine M. Strom
(Print Notary Name)

My Commission Expires: _____

Commission No.: _____

Personally known, or

Produced Identification

Type of Identification Produced

M. Shirley Shirley

AFFIX NOTARY STAMP

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is SPECIALTY MARINE GROUP, L.C.
2. The name and the Florida street address of the registered agent are:

Mr. Mike Shirley
1416 Intrepid Drive
Deland, Florida 32724


Mike Shirley, Member

Date: 11/13/98

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.


Mike Shirley, Registered Agent

Date: 11/13/98

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