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June 16, 1999

Division of Corporations
 George Firestone Building
 409 East Gaines Street
 Tallahassee, FL 32301

Via Hand Delivery

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 *****43.75 *****43.75

To Whom It May Concern:

Enclosed for filing, please find the **Amended and Re-Stated Articles of Organization**, along with a **checks** in the amount of **\$43.75** and **\$61.25** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **Amended and Re-Stated Articles of Organization** for the following entity:

SPECIALTY MARINE GROUP, L.C.
Document Number: L98000002711

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Please call Ann Cotroneo at 222-7717, when the document is ready.

Name	
Availability	
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Enclosures	
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Very truly yours,

Kelly B. Plante
 Kelly B. Plante

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

99 JUN 16 PM 12:27

RECEIVED

99 JUN 16 PM 2:40
 FILED
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**FIRST AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
SPECIALTY MARINE GROUP, L.C.**

FILED
99 JUN 16 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Specialty Marine Group, L.C., a limited liability company formed pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act"), originally filed its Articles of Organization with the Florida Department of State on November 16, 1998. In accordance with the Act, the undersigned Limited Liability Company hereby desires to amend and restate its Articles of Organization as follows:

ARTICLE I - Name:

The name of this Limited Liability Company is: SPECIALTY MARINE GROUP, L.C.

ARTICLE II - Address:

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

5797 Lake Winona Road
DeLeon Springs, Florida 32130

ARTICLE III - Duration:

The period of duration for this Limited Liability Company commenced on November 16, 1998, upon the filing of its original Articles of Organization with the Florida Department of State, and shall continue perpetually, unless dissolved in accordance with the Act or the terms of its Operating Agreement and Regulations, as amended (the "Operating Agreement").

ARTICLE IV - Purpose:

The purpose and scope of this Limited Liability Company is to develop, manufacture, and sell competition ski boats and to engage in any other lawful act or activity in connection with any business activity for which limited liability companies may be organized under the Act.

ARTICLE V - Management:

This Limited Liability Company is to be managed by a Board of Managers, and the names and addresses of the initial members of the Board of Managers are as follows:

Rob Shirley	5797 Lake Winona Road, DeLeon Springs, Florida 32130
Mike Shirley	5797 Lake Winona Road, DeLeon Springs, Florida 32130
Gary Mahler	5797 Lake Winona Road, DeLeon Springs, Florida 32130
Kris LaPoint	5797 Lake Winona Road, DeLeon Springs, Florida 32130

99 JUN 16 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - Classes of Membership:

There shall be two (2) classes of membership interests in this Limited Liability Company, a Class A Interest and a Class B Interest. Initially, there shall be Forty Thousand (40,000) Class A units authorized and Nine Hundred Sixty Thousand (960,000) Class B units authorized. All such units may be issued by this Limited Liability Company's Board of Managers in accordance with the terms of the Operating Agreement. Additional Class A units and/or Class B units may be authorized and/or issued solely in accordance with the terms of the Operating Agreement. Each class of membership shall have the rights and preferences as specified in the Operating Agreement.

ARTICLE VII - Admission of Additional Members:

The issuance of Class A units and/or Class B units to any member, and the admission of a new member, may occur only upon first receiving the unanimous written consent of all existing Class A Members. Membership interests and units may be transferred only in accordance with the terms of the Operating Agreement.

ARTICLE VIII - Continuation of Business:

The continuation of this Limited Liability Company shall not be effected by the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or by the occurrence of any other event which terminates the continued membership of a member in this Limited Liability Company.

ARTICLE IX - Amendment:

These articles may be amended only upon the approval of all of the members of this Limited Liability Company's Board of Managers. The Operating Agreement may be amended by the Board of Managers only as expressly provided therein.

ARTICLE X - Authorization:

The execution and filing of these amended and restated articles have been duly approved by the unanimous written consent of all Class A members and all the members of the Board of Managers.

IN WITNESS WHEREOF, the undersigned has executed these First Amended and Restated Articles of Organization as of the 6th day of JUNE, 1999.



Mike Shirley, President of Specialty Marine Group, L.C., and a Member

**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 DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

FILED
99 JUN 16 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Limited Liability Company is: SPECIALTY MARINE GROUP, L.C.
2. The name and Florida street address of the registered agent and office are:

MIKE SHIRLEY
5797 LAKE WINONA ROAD
DELEON SPRINGS, FLORIDA 32130

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.


NAME: Mike Shirley

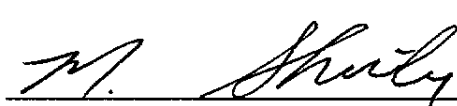
Date: 6/9/99, 1999

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
SPECIALTY MARINE GROUP, L.C.**

FILED
99 JUN 16 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a member of SPECIALTY MARINE GROUP, L.C. hereby certifies the following:

- 1.) The above named Limited Liability Company has at least one member.
- 2.) The total amount of cash contributed by the members is: \$302,000
- 3.) If any, the agreed value of property other than cash contributed by the member(s) is: \$0.00
A description of the property is as follows: N/A
- 4.) The total amount of cash and property contributed and anticipated to be contributed by the members is: \$5,202,000



Mike Shirley, a Member and President of Specialty Marine Group, L.C.

(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.)