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January 21, 2000

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

Attn: New Filings

00 JAN 27 AM 7:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Re: Strat Boat Company

Dear Sir/Madam:

Please find enclosed an original and three (3) copies of the Articles of Incorporation for the above-named corporation. Additionally, enclosed is the filing fee of \$78.75.

Please send the certificate of incorporation to the above-address. Thank you for your assistance in regard to this matter.

Very truly yours,

R. BRUCE WALLACE, P.A.

By: 

Marylou Buckley, Secretary

/mb
Enc.

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T. Burch FEB 3 2000

ARTICLES OF INCORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is: **STRAT BOAT COMPANY**

SECOND: This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

THIRD: This corporation is authorized to issue 500 shares of common stock, par value \$1.00 per share.

FOURTH: The name and address of the initial registered agent of this corporation is: whose mailing address is JUDY STEPAN, 1005 Seminary Street, Key West, FL 33040

FIFTH: The name and address of the initial director is STRATFORD STEPAN, 1005 Seminary Street, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.

SIXTH: The name of the incorporator of this corporation is STRATFORD STEPAN, 1005 Seminary Street, Key West, Florida 33040.

SEVENTH: This corporation shall indemnify its officer, directors, employees and agents to the full extent permitted by law.

EIGHTH: This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

NINTH: The principal address of the corporation is 1005 Seminary Street, Key West, Florida 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of January, 2000.

Incorporator:

Stratford Stepan
STRATFORD STEPAN

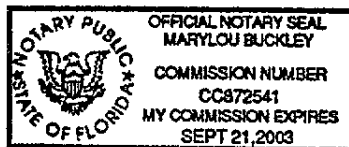
STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 21 day of January, 2000, by Stratford Stepan who is personally known to me or produced FL Driver's License as identification.

Marylou Buckley
NOTARY PUBLIC

My Commission Expires:



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Judy Stepan
JUDY STEPAN