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TALLAHASSEE, FLORIDA

7680



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 25, 2005

MICHELLE L. HARSEY
5101 SOUNDSIDE DRIVE
GULF BREEZE, FL 32563

SUBJECT: BLUEWATER BOATWORKS
Ref. Number: W0500003902

We have received your document for BLUEWATER BOATWORKS, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6924.

Stacy Prather
Document Specialist Supervisor
New Filings Section

Letter Number: 105A00005037

Articles of Incorporation of Bluewater Boatworks Inc.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated,
under and pursuant to the provisions of General Corporation Law of the State of Florida,
hereby certifies as follows

ARTICLE I CORPORATE NAME

The name of this corporation is Bluewater Boatworks Inc.

ARTICLE II INITIAL OFFICE AND AGENT

The address of this Corporation's initial registered office and the name of its original
registered agent at such address is

Michelle L. Harsey
5101 Soundside Drive
Gulf Breeze, FL 32563

ARTICLE III PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity for which a
corporation may be organized under the General Corporation Laws of the State of Florida.

ARTICLE IV STOCK

The aggregate number of shares which this Corporation shall have authority to issue is
1,000 shares of \$1.00 par value stock.

ARTICLE V CORPORATION BY-LAWS

The Board of Directors is authorized and empowered to make, alter, amend, and rescind
the By-Laws of the corporation, but By-Laws made by the Board may be altered or repealed,
and new By-Laws made, by the stockholders.

ARTICLE VI LIABILITY OF DIRECTORS

Pursuant to the General Corporation Laws of the State of Florida, any and all directors of
this Corporation shall not be liable to the Corporation, its shareholders, or any third party for
breach of duty of care; such potential liability is hereby eliminated.

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**ARTICLE VII
BOARD OF DIRECTORS**

The name and address of each person serving as a member of the initial Board of Directors are

Michelle L. Harsey
5101 Soundside Drive
Gulf Breeze, FL 32563

**ARTICLE VIII
INCORPORATORS**

The name and address of the incorporators are

Michelle L. Harsey
5101 Soundside Drive
Gulf Breeze, FL 32563

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TALLAHASSEE, FLORIDA

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Michelle L. Harsey
Signature

IN WITNESS WHEREOF, the incorporator(s) has/have hereunto set his/her/their hand
this 31st day of January, 19 2005

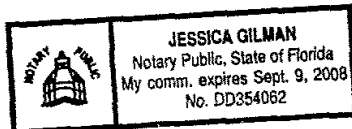
INCORPORATOR(S)

Michelle L. Harsey
Signature

Signature

STATE OF Florida
COUNTY OF Santa Rosa

On the 31st day of January, 2005, personally appeared before me
_____, the signer(s) of the within instrument,
who duly acknowledged to me that they executed the same.



Jessie Gilman
Notary Public

3767 Gulf Breeze Parkway
Residing at

9/08
My Commission expires