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WAYNE D. JOHNSTON
12893 - 114th Avenue North
Largo, Florida 34644

February 7, 1995

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Department of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32301

Re: SABALO BOATS, INC.

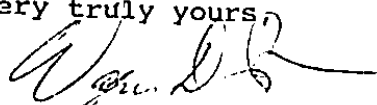
Dear Madam or Sir:

Enclosed is an original and one copy of Articles of Incorporation for the above-named corporation. Enclosed also is a check, in the amount of \$122.50, which represents the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy of the filed Articles of Incorporation at your earliest convenience.

Very truly yours,


Wayne D. Johnston

Enclosures

mkf

FILED
95 FEB 13 AM 8 11
SECRET
TALLAHASSEE, FLORIDA

T. BROWN FEB 15 1995

ARTICLES OF INCORPORATION
OF
SABALO BOATS, INC.

95 FEB 13 11 5 12

The undersigned, acting as incorporators to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS OF CORPORATION

The name of the corporation is: Sabalo Boats, Inc.

The principal place of business of the corporation is: 12893 - 114th Avenue North, Largo, Florida 34644.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(A) To engage in the sale, maintenance, building and repair of boats and boat equipment.

(B) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(C) To conduct business in, or have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

(D) To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(E) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand five hundred (1,500.00) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this corporation in the State of Florida is: 12893 - 114th Avenue North, Largo, Florida 34644.

The registered agent of this corporation is: Wayne D. Johnston.

ARTICLE VII

DIRECTORS

The corporation shall have two (2) directors, initially. The

number of directors may be increased or diminished from time to time, by amendment to the By-Laws, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Wayne D. Johnston	12893 - 114th Avenue North Clearwater, Florida 34644
Beverly J. Garrett	12893 - 114th Avenue North Largo, Florida 34644

ARTICLE IX

INCORPORATORS

The name and street address of the incorporators of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Wayne D. Johnston	12893 - 114th Avenue North Largo, Florida 34644

The incorporators certify that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE X

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation, or any corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XI

SPECIAL PROVISIONS

Stock Restrictions. All shares of stock in the corporation are assignable and any stockholder may sell, assign and transfer his shares and certificates of stock at pleasure, except that no member can sell to one not a Stockholder without first offering his stock for sale to the other Stockholders, as provided herein, and giving them a reasonable opportunity to purchase and except further that no such transfer or assignment shall be valid unless and until it shall have been entered upon the books of the corporation and the old certificate or certificates shall have been surrendered for cancellation to the Secretary and a new certificate or certificates issued in lieu of same. No transfer shall be made by the Secretary of stock upon the books of the corporation when made by a member to one not a Stockholder unless such stock shall have been first offered for sale to the other Stockholders and they have refused or neglected to purchase it.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII

DATE OF INCEPTION

The date the corporate existence shall begin shall be as of the date of filing and acceptance of these Articles by the Secre-

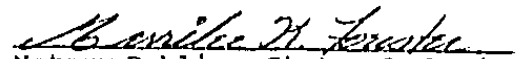
tary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7th day of February, 1995.


WAYNE D. JOHNSTON

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation were acknowledged before me this 7th day of February, 1995 by WAYNE D. JOHNSTON, to me personally known or who has provided a Florida Driver License as photographic proof of identification.



Notary Public - State of Florida
Merrilee K. Foerster
Printed Name of Notary
My Commission Expires:



MERRILEE K. FOERSTER
MY COMMISSION # CC412645 EXPIRES
October 10, 1998
BONDED THROUGH TROY FAIR INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.


WAYNE D. JOHNSTON,
Registered Agent

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