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TODD A. STERZOY  
Holland and Knight

(Requestor's Name)  
315 South Calhoun Street Suite 600  
(Address)  
Tallahassee, Florida 32302  
(City, State, Zip) (Phone #)  
425-5625

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Panache Boat Consortium, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
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	Limited Partnership
	Reinstatement
	Trademark
	Other

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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
PANACHE BOAT CONSORTIUM, INC.**

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The undersigned, acting as incorporator of **Panache Boat Consortium, Inc.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is:

Panache Boat Consortium, Inc.

**ARTICLE II. ADDRESS**

The street address of the initial principal office and the mailing address of the corporation are:

50 North Laura Street, Suite 3900  
Jacksonville, Florida 32202

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares the corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The corporation designates 50 North Laura Street, Suite 3900, Jacksonville, Florida 32202 as the street address of the initial registered office of the corporation and names Lawrence J. Hamilton, III the corporation's initial registered agent at that address to accept service of process within this state.

## ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has four (4) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The names of the initial directors are:

Lawrence J. Hamilton, III  
Dominic C. MacKenzie  
Chad S. Roberts  
Mark G. Alexander

## ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Mark G. Alexander	50 N. Laura St., Suite 3900 Jacksonville, Florida 32202

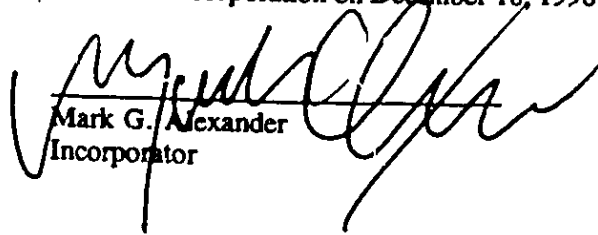
## ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately

determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on December 18, 1996.

  
Mark G. Alexander  
Incorporator

#### ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: December 18, 1996

  
Lawrence J. Hamilton, III

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