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January 20, 1998

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*****78.50 *****78.50

Secretary of State
Divisions of Corporations
PO Box 6327
Tallahassee, FL 32314

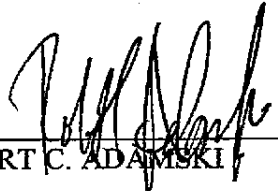
RE: Filing of Articles of Incorporation

Dear Sirs:

Please accept the enclosed original and one copy of Articles of Incorporation for filing. Enclosed also is our check in the amount of \$78.50 to cover the cost of filing fee, registered agent fee, and Certificate of Good Standing.

Thank you for your help in this matter.

Very truly yours,


ROBERT C. ADAMSKI

RCA/tb

Enclosure

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98 JAN 23 AM 9: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER JAN 27 1998

ARTICLES OF INCORPORATION

GOLDEN BOAT LIFTS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: **Golden Boat Lifts, Inc.**

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business is:
4810 Higginbotham Road, Fort Myers, Florida 33905

ARTICLE III: PERPETUAL EXISTANCE

The corporation shall begin business upon filing these Articles of Incorporation. The corporation shall have perpetual existence, except that the same may be dissolved as provided by law.

ARTICLE IV: PURPOSE

The corporation may engage in any lawful activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE V: CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is **TEN THOUSAND** shares of common stock. Such shares shall have a par value of **ONE DOLLAR** per share. All shareholders shall have preemptive rights under the laws of Florida.

ARTICLE VI: SUBSCRIBERS

The names and post office addresses of the Incorporators and the subscribers to these Articles of Incorporation, and the number of shares subscribed to, are:

William Golden **5,100 Shares**
4810 Higginbotham Road
Fort Myers, Florida 33905

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Donald F. Reagan **4,900 Shares**
2503 Del Prado Blvd., Suite 430
Cape Coral, Florida 33904

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have an initial Board of Directors and such Board may be increased in accordance with the Bylaws, but shall never be less than ONE. The Board shall designate and elect the Officers of the corporation and perform other duties and responsibilities as authorized and provided by law. The name and address of each initial Director of the Corporation is as follows:

William Golden
4810 Higginbotham Road
Fort Myers, Florida 33905

Donald F. Reagan
2503 Del Prado Blvd., Suite 430
Cape Coral, Florida 33904

ARTICLE VIII: REGISTERED AGENT


The street address of the initial Registered Office of the corporation is:
4810 Higginbotham Road, Fort Myers, Florida 33905

The name of the initial Registered Agent at that address is: **William Golden**

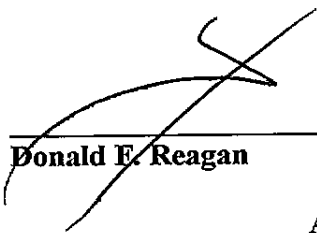
ARTICLE IX: POWERS AND AMENDMENT

The Officers, Directors and Shareholders of the corporation shall possess and enjoy all powers allowed by the law except as restricted, limited or prohibited by these Articles of Incorporation, the Bylaws of the Corporation, or by other acts of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the incorporator(s) and initial subscriber(s) to the capital stock hereinbefore mentioned for the purpose of forming a corporation as herein provided under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying the facts herein above to be true, and further agree to take the number of stock hereinbefore mentioned for the purpose of forming a corporation as herein provided under the laws of the State of Florida, all being done **January 16, 1998**.



William Golden



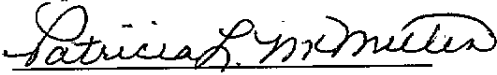
Donald F. Reagan

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

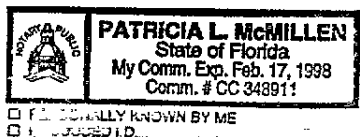
ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me on January 16, 1998 by William Golden and Donald F. Reagan who are personally known to me or who has produced FL DL'S as identification and who did (did not) take an oath.



Notary Public

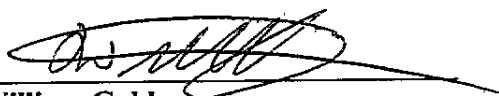


My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, Section 48.091, having been named to act as Registered Agent of the corporation known as **Golden Boat Lifts, Inc.** does hereby accept the appointment as Registered Agent of said corporation.

DATED: January 16, 1998



William Golden