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April 30, 1999

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

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-05/05/99--01046--016  
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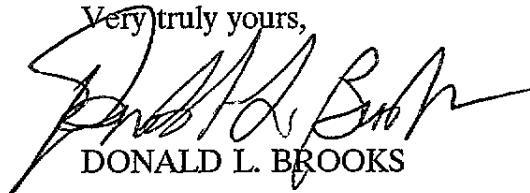
Re: Articles of Incorporation for  
FLORIDA BOAT SALES, INC.  
Our File No.: 9-2920

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation for FLORIDA BOAT SALES, INC., and my check for \$70.00 to cover the filing fees. Please return a conformed copy of the Articles of Incorporation in the envelope provided.

If you need anything further, please let us know.

Very truly yours,

  
DONALD L. BROOKS

DLB:ab  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAY -5 AM 11:37

W. Punter. MAY 10 1999

99 MAY -5 AM 11:37

**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA BOAT SALES, INC.**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act.

**ARTICLE ONE**

**CORPORATE NAME**

The name of the corporation is Florida Boat Sales, Inc.

**ARTICLE TWO**

**DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE THREE**

**PURPOSE**

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida.

**ARTICLE FOUR**

**CAPITAL STOCK AND PREEMPTIVE RIGHTS**

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000) shares of common stock having a par value of \$1.00 each. The Corporation

elects to have preemptive rights for its shareholders.

ARTICLE FIVE

PRINCIPAL OFFICE

The mailing address of the principal office of the corporation is 900 Federal Highway,  
Lake Park, Florida 33403.

ARTICLE SIX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1201 U.S.  
Highway One, Suite 415, North Palm Beach, Florida 33408. The registered agent at that  
address is Donald L. Brooks, Esquire.

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS/OFFICERS

The corporation shall have one (1) director(s) initially. The number of directors may  
be either increased or decreased from time to time by the By-Laws adopted by the  
corporation. The names and addresses of the initial directors and officers are:

<u>NAME</u>	<u>ADDRESS</u>
Walter C. Edwards	900 Federal Highway Lake Park, Florida 33403

ARTICLE EIGHT  
INCORPORATORS

The name and address of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Walter C. Edwards	900 Federal Highway Lake Park, Florida 33403

**ARTICLE NINE**  
**BY-LAWS**

The power to adopt the initial By-Laws shall be vested in the directors. The power to amend or repeal the By-Laws, or adopt new By-Laws is reserved to the shareholders by the vote or written consent of the holders of 66 2/3% of the voting rights of the outstanding shares.

**ARTICLE TEN**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director to the full extent permitted by law.

**ARTICLE ELEVEN**  
**AMENDMENT**

These Articles of Incorporation may be amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the voting rights of the outstanding shares entitled to vote, or may be amended by all of the directors and all of the shareholders signing a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

**ARTICLE TWELVE**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

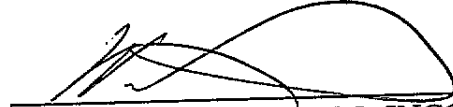
Corporate existence shall be deemed to commence on the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these

Articles of Incorporation this 30<sup>th</sup> day of April, 1999.

I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.

FLORIDA BOAT SALES, INC.



WALTER C. EDWARDS, INCORPORATOR

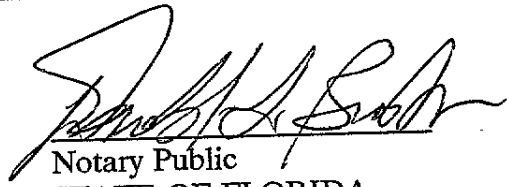
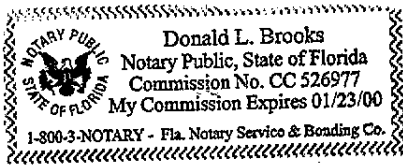


DONALD L. BROOKS, REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of April, 1999, by WALTER C. EDWARDS, as Incorporator, who is personally known to me,  or who has produced \_\_\_\_\_ as identification.



Notary Public  
STATE OF FLORIDA  
My Commission Expires: