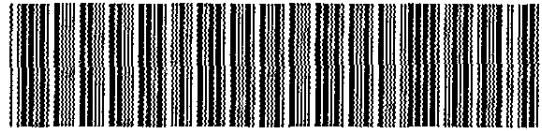


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TALLAHASSEE, FLORIDA



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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TO: Registration Section
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: SOUTHEAST CLEAR BOATS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

ROBERT M. ARMSTRONG
(Name of Person)

SOUTHEAST CLEAR BOATS, INC.
(Firm/Company)

40 OMEGA LANE
(Address)

PARSONS, TN 38363
(City/State and Zip code)

For further information concerning this matter, please call:

ROBERT M. ARMSTRONG at (731) 847-2196
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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TALLAHASSEE, FLORIDA

1. SOUTHEAST CLEAR BOATS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. TENNESSEE 3. 43-1988561
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/13/02 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. MAR 15, 2003
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 40 OMEGA LANE
(Principal office address)

PARSONS, TN 38863
(Current mailing address)

8. RETAIL & WHOLESALE DISTRIBUTION OF BOATS
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

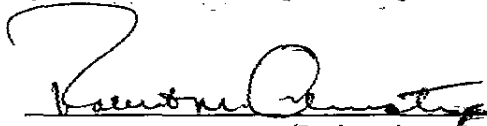
Name: KEYS CLEAR BOATS

Office Address: 2244 OVERSEAS HWY

MARATHON, Florida 33050
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

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TALLAHASSEE, FLORIDA

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: ROBERT M. ARMSTRONG

Address: 40 OMEGA LANE
PARSONS, TN 38363

Vice President: ROBERT M. ARMSTRONG, JR.

Address: 2244 OVERSEAS HWY
MARATHON, FL 33050

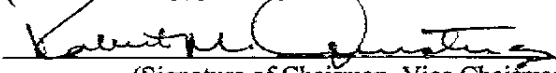
Secretary: ELIZABETH P. ARMSTRONG

Address: 40 OMEGA LANE PARSONS, TN 38363

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. ROBERT M. ARMSTRONG PRESIDENT
(Typed or printed name and capacity of person signing application)

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

ISSUANCE DATE: 03/19/2003
REQUEST NUMBER: 4759-0840
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 12/13/2002
STATUS: ACTIVE
CORPORATE EXPIRATION DATE: PERPETUAL
CONTROL NUMBER: 0438154
JURISDICTION: TENNESSEE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO:
SOUTHEAST CLEAR BOATS, INC
%E. ARMSTRONG
40 OMEGA LANE
PARSONS, TN 38363

REQUESTED BY:
SOUTHEAST CLEAR BOATS, INC
%E. ARMSTRONG
40 OMEGA LANE
PARSONS, TN 38363

CERTIFICATE OF EXISTENCE

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"SOUTHEAST CLEAR BOATS, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF
INCORPORATION AND DURATION AS GIVEN ABOVE;
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FOR: REQUEST FOR CERTIFICATE

ON DATE: 03/19/03

FROM:
SOUTHEAST CLEAR BOATS, INC
40 OMEGA LANE

PARSONS, TN 38363-0000

RECEIVED: FEES \$20.00 \$0.00
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00003242748
ACCOUNT NUMBER: 00419735



Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE