1201 Hays Street
Tallahassee, FL 32301-2607
904-[illegible]
904-[illegible] FAX
800-342-8086

F96000002538

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 958618 157262A

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : May 17, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 958618

CUSTOMER NO: 157262A

500001808245
-05/21/96--01108--013
*****70.00 *****70.00

CUSTOMER: Mr. Michael Schmitz
Brunswick Corporation
1 Northfield Court

Lake Forest, IL 60045

FILED
96 MAY 21 PM 12:14
SECRETARY OF STATE
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: NEW BW, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

RECEIVED
96 MAY 21 PM 1:07
DIVISION OF CORPORATIONS

CONTACT PERSON: Jennifer Moran

Prentice Hall Legal and Financial Services
is a trademark of Prentice Hall, Inc. and
is licensed to CSC Networks

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:

1. NEW BW, 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. Delaware (State or country under the law of which it is incorporated) 3. 36-4003000 (FEI number, if applicable)

4. May 15, 1996 (Date of incorporation) 5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. Has not yet begun business
(Date first transacted business in Florida. *(See sections 607.1501, 607.1502, and 817.166, F.S.)*

FILED
96 MAY 21 PM 12:
SECRETARY OF STATE
DIVISION OF CORPORATIONS

7. Brunswick Corporation
1 N. Field Ct.
Lake Forest, IL 60045-4811
(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(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.

By: Michael Boman Asst. Secretary
(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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: James E. Knox

Address: 1 N. Field Ct.

Lake Forest, IL 60045-4811

Vice Chairman: _____

Address: _____

_____

Director: James E. Knox

Address: 1 N. Field Ct.

Lake Forest, IL 60045-4811

Director: Michael D. Schmitz

Address: 1 N. Field Ct.

Lake Forest, IL 60045-4811

B. OFFICERS

President: F. Douglas Fonte

Address: 4121 S. Highway 1

Edgewater, FL 32141

Vice President: Judith P. Zelisko

Address: 1 N. Field Ct.

Lake Forest, IL 60045-4811

Secretary: Michael D. Schmitz

Address: 1 N. Field Ct.

Lake Forest, IL 60045-4811

Treasurer: Paul Kilius

Address: 1 N. Field Ct.

Lake Forest, IL 60045-4811

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 21 PM 12:14

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

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

14. Michael D. Schmitz, Secretary
(Typed or printed name and capacity of person signing application)

QUESTION 12. B.

Vice President	Robert T. McNaney, 1 N. Field Ct., Lake Forest, IL 60045-4811
Vice President	Richard S. O'Brien, 1 N. Field Ct., Lake Forest, IL 60045-4811

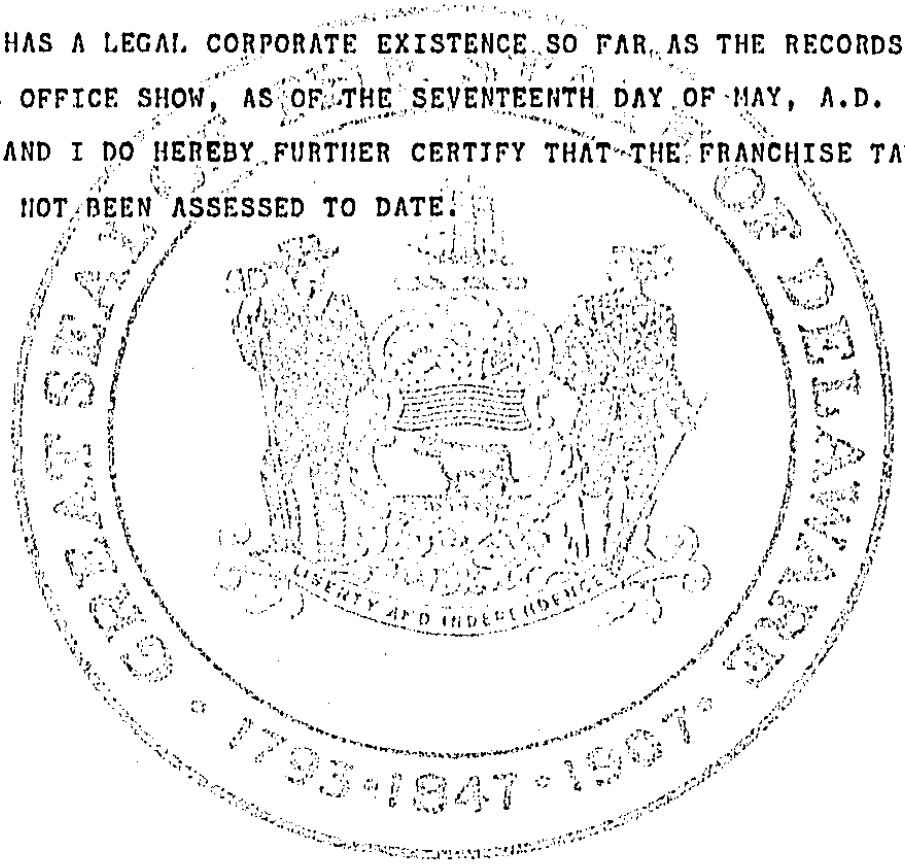
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 21 PM 12:14

State of Delaware PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW BW, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF MAY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 21 PM 12:14

Edward J. Freel, Secretary of State

2623950 8300

960144419

AUTHENTICATION: 7951005

DATE: 05-17-96

1201 Hays Street
Tallahassee, FL 32301-2607
800-342-8086

F96000002538

CSC networks
PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 970520 157262A

AUTHORIZATION : Patricia Pigott

COST LIMIT : $ 35.00

ORDER DATE : May 30, 1996

ORDER TIME : 11:05 AM

ORDER NO. : 970520

CUSTOMER NO: 157262A

900001852469

CUSTOMER: Mr. Michael Schmitz
Brunswick Corporation
1 Northfield Court

Lake Forest, IL 60045

FILED
96 JUN -5 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: BOSTON-WHALER, INC.

New BC

XX PROFIT
___ NON-PROFIT

XX CORPORATE
___ LIMITED PARTNERSHIP

XXXX AMENDMENT

7/31/96

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY
XX PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

K02259, 00310, 00641, 00672

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RESUBMIT

Please give original submission date as file date.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

File Second

June 6, 1996

CSC Networks
1201 Hays Street
Tallahassee, FL 32301-2607

SUBJECT: NEW BW, INC.
Ref. Number: F96000002538

We have received your document for NEW BW, INC. and the authorization to debit your account in the amount of $35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 696A00028309

RECEIVED
96 JUL -8 PM 12:07
DIVISION OF CORPORATIONS

RECEIVED
96 JUN 25 PM 12:23
DIVISION OF CORPORATIONS

PROFIT CORPORATION

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

FILED
96 JUN -5 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I

(1-3 must be completed)

1. NEW BW, INC.
   Name of corporation as it appears on the records of the Department of State.

2. Delaware
   Incorporated under the laws of

3. May 21, 1996
   Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 30, 1996

5. BOSTON WHALER, INC.
   Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

   _____
   New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

   _____
   New Jurisdiction

Michael D. Schmitz
Signature

May 31, 1996
Date

Michael D. Schmitz
Typed or printed name

Secretary
Title

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NEW BW, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "BOSTON WHALER, INC.", THE THIRD DAY OF JUNE, A.D. 1996, AT 9 O'CLOCK A.M.

Edward J. Freel, Secretary of State

2623950 8320

960160741

AUTHENTICATION: 7970623

DATE: 06-04-96