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PLEASE REPLY TO THE MISSOURI OFFICE

June 4, 1998

VIA FEDERAL EXPRESS

Florida Department of State
Qualification/Tax Lien Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

000002549100--2
-06/05/98--01080--005
*****78.75 *****78.75

Subject: Cobra Sportfishing Boats of Florida, Inc.

Dear Sir/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:

Stanton J. Allen II.
Cobra Sportfishing Boats of Florida, Inc.
10114 Yacht Club Drive
Treasure Island, FL 33708.

Should you need to call someone concerning this matter, please call:

Todd Rohr of Copilevitz & Canter, P.C. at (816) 472-9000.

Very truly yours,



Todd A. Rohr
For the Firm

TAR\lam
Encl.

df 6/5/98

**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. Cobra Sportfishing Boats of Florida, 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. Missouri
(State or country under the law of which it is incorporated)
3. Pending
(FEI number, if applicable)
4. June 4, 1998
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. As soon as possible.
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Business Address-600 34th Street South, St. Petersburg, FL 33711

(Current mailing address)
8. General-Unlimited
(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: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Barbara Z. Allen

Office Address: 10114 Yacht Club Drive

Treasure Island, Florida, 33708
(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.

Barbara Z. Allen
(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: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Stanton J. Allen II

Address: 10114 Yacht Club Drive

Treasure Island, FL 33708

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Stanton J. Allen II

Address: 10114 Yacht Club Drive

Treasure Island, FL 33708

Vice President: Oswald A. Delacruz

Address: 10114 Yacht Club Drive

Treasure Island, FL 33708

Secretary: Oswald A. Delacruz

Address: 10114 Yacht Club Drive


Treasure Island, FL 33708

Treasurer: Stanton J. Allen II

Address: 10114 Yacht Club Drive

Treasure Island, FL 33708

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. TODD A. ROHR, ASSISTANT SECRETARY
(Typed or printed name and capacity of person signing application)

Assistant Secretary: Todd A. Rohr
423 W. 8th Street, Ste. 400
Kansas City, Missouri 64105

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

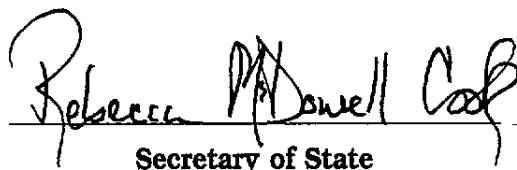
CORPORATION DIVISION
CERTIFICATE OF INCORPORATION

WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
COBRA SPORTFISHING BOATS OF FLORIDA, INC.

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF GENERAL AND BUSINESS CORPORATION LAW;

NOW, THEREFORE, I, REBECCA McDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER
THE GENERAL AND BUSINESS CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
3RD DAY OF JUNE, 1998.


Secretary of State



\$58.00