

Document Number Only

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002573523--1

-06/26/98--01051--024

*****70.00 *****70.00

Champion Holdings, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Fict. Filing	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> UCC-1
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> CUS	<input type="checkbox"/> UCC-3
<input type="checkbox"/> Limited Liability Partnership		
<input type="checkbox"/> Certified Copy		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call if Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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JUN 26 1998

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Thanks, Melanie

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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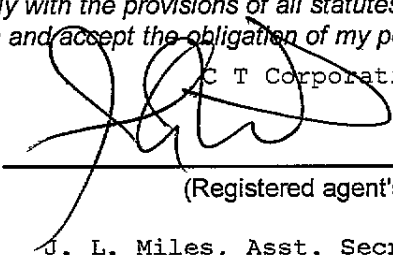
**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

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. Champion Holdings, 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. Arkansas
(State or country under the law of which it is incorporated)
3. 43-1428170
(FEI number, if applicable)
4. December 3, 1986
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 1815 Highway 201 South Spur #1, Mountain Home, Arkansas 72653
(Current mailing address)
8. To manufacture and sell saltwater fishing boats.
(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: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)
J. L. Miles, Asst. Secretary
(Type Name and Title of Officer)

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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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: J. David Porthouse

Address: 1815 Highway 201 South Spur #1

Mountain Home, Arkansas 72653

Director: Philip G. Kaplan

Address: 168 N. Meramec Avenue, Suite 400

St. Louis, Missouri 63105

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TALLAHASSEE FLORIDA

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. William McKee, Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Champion Holdings, Inc.**

1. J. David Porthouse, Chairman of the Board
1815 Highway 201 South Spur #1
Mountain Home, Arkansas 72653
2. David Porthouse, President
1815 Highway 201 South Spur #1
Mountain Home, Arkansas 72653
3. Philip G. Kaplan, Secretary
168 N. Meramec Avenue, Suite 400
St. Louis, Missouri 63105
4. William McKee, Assistant Secretary
1815 Highway 201 South Spur #1
Mountain Home, Arkansas 72653
5. J. David Porthouse, Treasurer
1815 Highway 201 South Spur #1
Mountain Home, Arkansas 72653

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TALLAHASSEE FLORIDA



Sharon Priest
SECRETARY OF STATE

State of Arkansas SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF A DOMESTIC CORPORATION

I, Sharon Priest, Secretary of State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the records of this office show:

CHAMPION HOLDINGS, INC.

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TALLAHASSEE FLORIDA

a corporation chartered under the laws of the State of Arkansas, filed Articles of Incorporation December 3, 1986.

I further certify that as far as the records show, this corporation is at this time chartered and in good standing, having met all the requirements governing a domestic corporation in this State.

In Testimony Whereof, I have hereunto set my hand and affixed my Official Seal. Done at my office in the City of Little Rock, Arkansas this 18th day of June 1998.

Sharon Priest, Secretary of State

by:

D E Morrow

C-2/Rev 10-1-88