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ACCOUNT NO. : 072100000032

REFERENCE : 136672 7176760

AUTHORIZATION :

COST LIMIT :

Patricia Pruitt
00

ORDER DATE : February 16, 1999

ORDER TIME : 2:11 PM

ORDER NO. : 136672-005

CUSTOMER NO: 7176760

CUSTOMER: Ms. Krista Kersey
Sonic Acquisition, Corp.
Suite 307
2419 East Commercial Boulevard
Fort Lauderdale, FL 33308

700002779757--3

FOREIGN FILINGS

NAME: SONIC ACQUISITION, CORP.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 18 PM 4:15
mtm
2/18

99 FEB 18 PM 3:51
DIVISION OF CORPORATIONS

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. SONIC ACQUISITION, CORP.
(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. OKLAHOMA 3. 73-1555985
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. FEB 2, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 2419 E. Commercial Blvd., Suite 307
Ft. LAUDERDALE, FL 33308
(Current mailing address)

8. MANUFACTURE, DISTRIBUTE & SELL BOATS & MARINE
Accessories
(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: CORPORATION SERVICE COMPANY

Office Address: 1201 HAYS STREET

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.

Laura R. Ours
(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.

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SECRETARY OF STATE
9 FEB 18 PM 15

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: MICHAEL V. SCILLIA

Address: 2419 E. Commercial Blvd, Suite 307
Ft Lauderdale, FL 33308

Vice Chairman: _____

Address: _____

Director: KRISTA A. KERSEY

Address: 2419 E Commercial Blvd, Suite 307
Ft Lauderdale, FL 33308

Director: _____

Address: _____

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

^{CEO}
President: MICHAEL V. SCILLIA

Address: 2419 E Commercial Blvd, Suite 307
Ft. Lauderdale, FL 33308

Vice President: _____

Address: _____

Secretary: KRISTA A. KERSEY

Address: 2419 E. Commercial Blvd, Suite 307
Ft. Lauderdale, FL 33308

Treasurer: _____

Address: _____

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

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

14. Krista Kersey
(Typed or printed name and capacity of person signing application)

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99 FEB 18 PM 4:19

OFFICE OF THE SECRETARY OF STATE

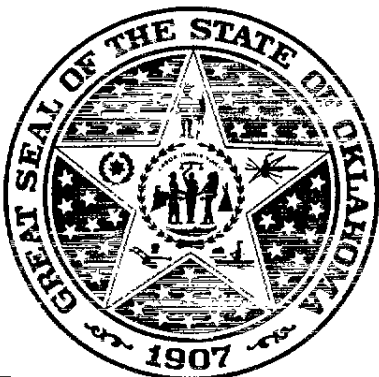


CERTIFICATE OF GOOD STANDING
DOMESTIC CORPORATION

I THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said state, the custodian of the records of the state of Oklahoma relating to the right of corporations to transact business in this state and am the proper officer to execute this certificate.

I FURTHER CERTIFY that SONIC ACQUISTION, CORP. whose registered agent is H D Wall, with its registered office at Rural Route 1 Box 308, Langley Oklahoma is a corporation duly organized and existing under and by virtue of the laws of the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.

99 FEB 11 11
SECRETARY OF STATE



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City, this 12th day of February, 1999

Sam Cole
Secretary of State

By: Jessita Larney